

TD AMERITRADE HOLDING CORP

Form 4

January 28, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *

TD Luxembourg International
Holdings S.a r.l.

(Last) (First) (Middle)

46A, AVENUE JOHN F.
KENNEDY,

(Street)

LUXEMBOURG, N4 L-2951

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TD AMERITRADE HOLDING
CORP [AMTD]

3. Date of Earliest Transaction
(Month/Day/Year)

01/26/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$0.01 per share	01/26/2011		S	398,979	D	20.3086	262,492,948 D
						(1)	
Common stock, par value \$0.01 per share	01/27/2011		S	394,661	D	20.4212	262,098,287 D
						(2)	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TD Luxembourg International Holdings S.a r.l. 46A, AVENUE JOHN F. KENNEDY LUXEMBOURG, N4 L-2951	X
TORONTO DOMINION BANK TORONTO-DOMINION CENTRE P.O. BOX 1 TORONTO, A6 M5K 1A2	X

Signatures

TD LUXEMBOURG INTERNATIONAL HOLDINGS S.A.R.L. By: /s/ Rasha El Sissi,
authorized signatory 01/28/2011

__Signature of Reporting Person

Date

THE TORONTO-DOMINION BANK By: /s/ Rasha El Sissi, VP Legal 01/28/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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This price represents the approximate weighted average price per share of common stock of TD Ameritrade Holding Corporation (the "Issuer"), par value \$0.01 per share (each, a "Share"), of sales that were executed at prices ranging from \$20.22 to \$20.38 per Share. TD Luxembourg International Holdings S.a.r.l. and The Toronto-Dominion Bank (together, the "Reporting Persons") undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

- This price represents the approximate weighted average price per Share of sales that were executed at prices ranging from \$20.23 to
- (2) \$20.61 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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