

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
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(HTML Version on secdatabase.com)

ISSUER

TD AMERITRADE HOLDING CORP

CIK: **1173431** | IRS No.: **820543156** | State of Incorporation: **DE** | Fiscal Year End: **0930**
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address

4211 SOUTH 102ND STREET
OMAHA NE 68127

Business Address

4211 SOUTH 102ND STREET
OMAHA NE 68127
4023317856

REPORTING OWNER

TORONTO DOMINION BANK

CIK: **947263** | State of Incorporation: **A6** | Fiscal Year End: **1031**
Type: **4** | Act: **34** | File No.: **001-35509** | Film No.: **13850791**
SIC: **6029** Commercial banks, nec

Mailing Address

66 WELLINGTON ST., 4TH
FL, TD BANK TOWER
TORONTO, ONTARIO A6
M5K 1A2

Business Address

66 WELLINGTON ST., 4TH
FL, TD BANK TOWER
TORONTO, ONTARIO A6
M5K 1A2
4169828222

TD Luxembourg International Holdings S.a r.l.

CIK: **1497772** | State of Incorporation: **N4** | Fiscal Year End: **1031**
Type: **4** | Act: **34** | File No.: **001-35509** | Film No.: **13850792**

Mailing Address

46A, AVENUE JOHN F.
KENNEDY
LUXEMBOURG N4 L-2951

Business Address

46A, AVENUE JOHN F.
KENNEDY
LUXEMBOURG N4 L-2951
35226032036

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person TD Luxembourg International Holdings S.a.r.l.			2. Issuer Name and Ticker or Trading Symbol TD AMERITRADE HOLDING CORP [AMTD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
46A, AVENUE J. F. KENNEDY,			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) LUXEMBOURG, N4 L-2958								
(City)	(State)	(Zip)						

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	05/14/2013		<u>S</u>		15,000,000	D	\$21.72	232,419,287	D ⁽¹⁾	

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TD Luxembourg International Holdings S.a.r.l. 46A, AVENUE J. F. KENNEDY LUXEMBOURG, N4 L-2958		X		
TORONTO DOMINION BANK TORONTO-DOMINION CENTRE P.O. BOX 1 TORONTO, A6 M5K1A2		X		

Explanation of Responses:

- The shares of common stock are owned directly by TD Luxembourg International Holdings S.a.r.l., which is a wholly-owned subsidiary of The Toronto-Dominion Bank.

Signatures

[The Toronto-Dominion Bank, /s/ Leslie Johnson, Vice President, Legal, Transactions](#) 05/16/2013

[TD Luxembourg International Holdings S.a.r.l., /s/ Dave Sparvell, Authorized Signatory](#) 05/16/2013

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.