

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-04**

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### 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.: **000-49992** | Film No.: **06816843**  
SIC: **6029** Commercial banks, nec

#### Mailing Address

*TD TOWER 12TH FLOOR 55  
KING STREET WEST  
P O BOX 1  
TORONTO A6*

#### Business Address

*TD TOWER 12TH FLOOR 55  
KING STREET WEST  
PO BOX 1 TORONTO  
PROVINCE ONTARIO A6  
4169828222*

# 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 <b>TORONTO DOMINION BANK</b>			2. Issuer Name and Ticker or Trading Symbol <b>TD AMERITRADE HOLDING CORP</b> <b>[AMTD]</b>			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) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/04/2006</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
TORONTO DOMINION CENTRE, P.O. BOX 1			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>TORONTO, ONTARIO, CANADA M5K 1A2</b>								
(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	05/04/2006		P		1,611,100	A	\$18.85	19,312,200	I	See Footnote <sup>(1)</sup>
Common Stock, par value \$0.01 per share	05/05/2006		P		1,611,100	A	\$19.18	20,923,300	I	See Footnote <sup>(1)</sup>
Common Stock, par value \$0.01 per share								196,300,000	I	See Footnote <sup>(2)</sup>

**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 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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The reported shares are owned directly by TD Discount Brokerage Acquisition LLC ("TDDBA"), a wholly-owned subsidiary of the reporting person. TDDBA purchased such shares pursuant to a Rule 10b5-1 trading plan. The reporting person is an indirect beneficial owner of the reported securities.

2. These reported shares are owned directly by TD Discount Brokerage Holdings LLC, a wholly-owned subsidiary of the reporting person. The reporting person is an indirect beneficial owner of the reported securities.

**Signatures**

/s/ Christopher A. Montague

\*\* Signature of Reporting Person

05/08/2006

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.**