

TD AMERITRADE HOLDING CORP  
 Form 4/A  
 March 22, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MOGLIA JOSEPH H**

2. Issuer Name and Ticker or Trading Symbol  
**TD AMERITRADE HOLDING CORP [AMTD]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/16/2012**

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

**4211 SOUTH 102ND ST.**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**03/20/2012**

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

**OMAHA, NE 68127**

(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	(D)	Price
Common Stock	03/16/2012		M		291,506	A	\$ 3.9
Common Stock	03/16/2012		S <sup>(1)</sup>		291,506	D	\$ 20.1 <sup>(2)</sup>
Common Stock					451,134	I	<sup>(6)</sup>
Common Stock	03/19/2012		M		288,105	A	\$ 3.9
Common Stock	03/19/2012		S <sup>(1)</sup>		288,105	D	\$ 20.23

By annuity trusts <sup>(7)</sup>

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(3)

Common Stock						451,134 <u>(6)</u>	I	By annuity trusts <u>(7)</u>
Common Stock	03/20/2012		M	246,200	A	\$ 3.9	414,655	D
Common Stock	03/20/2012		<u>S(1)</u>	246,200	D	\$ <u>(4)</u>	20.22 168,455	D
Common Stock						451,134	I	By annuity trusts <u>(7)</u>
Common Stock	03/21/2012		M	174,189	A	\$ 3.9	342,644	D
Common Stock	03/21/2012		<u>S(1)</u>	174,189	D	\$ <u>(5)</u>	20.41 168,455	D
Common Stock						451,134	I	By annuity trusts <u>(7)</u>

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 3.9	03/20/2012		M	246,200	<u>(8)</u> 03/01/2013	Common Stock 246,200
Employee Stock	\$ 3.9	03/21/2012		M	174,189	<u>(8)</u> 03/01/2013	Common Stock 174,189

Option  
(right to  
buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOGLIA JOSEPH H 4211 SOUTH 102ND ST. OMAHA, NE 68127		X		

## Signatures

/s/ David L. Lambert, as attorney-in-fact for Joseph H.  
Moglia

03/22/2012

\_\_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) The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2012.

This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions

(2) reported on this line ranged from \$20.00 to \$20.19. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions

(3) reported on this line ranged from \$20.00 to \$20.31. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions

(4) reported on this line ranged from \$20.00 to \$20.31. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions

(5) reported on this line ranged from \$20.20 to \$20.59. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(6) The original Form 4 filed on March 20, 2012 erroneously reported the form of ownership of these shares as direct.

(7) Shares are held by annuity trusts, for which Mr. Moglia is the grantor and a beneficiary.

(8) The option vested daily from the date of grant over 731 days.

Shows options remaining under the Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2012. As of the

(9) commencement of trading under the Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2012, the reporting person beneficially owned options to purchase 5.255 million shares of common stock of the issuer.

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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