

TD AMERITRADE HOLDING CORP
Form 4
October 04, 2006

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 *
PREZZANO WILBUR J

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)
10/02/2006

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

28 MURRAY BLVD.

(Street)

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

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

CHARLESTON, SC 29401-2350

(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 Ownership (Instr. 4)
				(A) or (D)	Amount		
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	10/02/2006		A ⁽¹⁾		590	A	\$ 0 5,231
						D	

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

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 control number.

SEC 1474 (9-02)

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

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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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PREZZANO WILBUR J 28 MURRAY BLVD. CHARLESTON, SC 29401-2350		X		

Signatures

/s/ Wilbur J. Prezzano 10/04/2006

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) Represents shares awarded and deferred pursuant to the issuer's Director's Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. H="5%"> Elect the 14 director nominees named in the proxy statement (Item 1)

Ratify the appointment of our independent registered public accounting firm for 2016 (Item 2)

Advisory vote to approve named executive officer compensation, also known as Say-on-Pay (Item 3)

Approve a management proposal to amend FirstEnergy Corp. s Amended Articles of Incorporation and Amended Code of Regulations to replace existing supermajority voting requirements with a majority voting power threshold under certain circumstances (Item 4)

Approve a management proposal to amend FirstEnergy Corp.'s Amended Code of Regulations to implement proxy access (Item 5)

In addition, your Board of Directors unanimously recommends that you vote AGAINST the four shareholder proposals (Items 6 through 9) that appear on this year's agenda. A full explanation of our position on each of these items is available in the proxy statement for the Annual Meeting of Shareholders which can be found at www.firstenergycorp.com/financialreports.

Please take time to vote TODAY. Even if you plan to attend the Annual Meeting of Shareholders in person, please cast your vote as soon as possible. Follow the instructions on the enclosed proxy card/voting instruction form to cast your vote via the Internet, by telephone, or by signing, dating, and returning the enclosed proxy card/voting instruction form in the envelope provided.

Very truly yours,

REMEMBER:

You can vote your shares via the Internet, by telephone,

or by returning the enclosed proxy card/voting instruction form.

Please follow the instructions on the enclosed proxy card/voting instruction form.

If you have any questions, or need assistance in voting

your shares, please call our proxy solicitor,

Morrow & Co., LLC

Toll-Free at 1-800-461-0945