

TD BANKNORTH INC.
Form 4
March 03, 2005

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 *
PIZZAGALLI ANGELO A

2. Issuer Name and Ticker or Trading Symbol
TD BANKNORTH INC. [BNK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2005

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

(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

(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)
			Code	V	Amount	(A) or (D)	Price
common stock	03/01/2005		A		65,414	A	\$ 0 <u>(1)</u>
common stock	03/01/2005		A		3,557	A	\$ 0 <u>(1)</u>

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

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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 (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. Amount or Number of Shares
stock option (right to buy)	\$ 17.54	03/01/2005		A	1,825	12/23/1997 12/23/2007	common stock	1,825
stock option (right to buy)	\$ 19.8	03/01/2005		A	2,000	04/24/2001 04/24/2011	common stock	2,000
stock option (right to buy)	\$ 26.34	03/01/2005		A	2,000	04/23/2002 04/23/2012	common stock	2,000
stock option (right to buy)	\$ 23.37	03/01/2005		A	2,000	04/22/2003 04/22/2013	common stock	2,000
stock option (right to buy)	\$ 31.57	03/01/2005		A	2,000	04/27/2004 04/27/2014	common stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIZZAGALLI ANGELO A			X	

Signatures

Wade D. Thomas, Power of Attorney
 03/03/2005
 **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).

TB Banknorth Inc. is the successor to Banknorth Group, Inc. pursuant to Rule 12g-3(a) of the Exchange Act. Shares acquired pursuant to the merger agreement among Banknorth Group, Inc. and The Toronto-Dominion Bank (TD) and the reincorporation of Banknorth to Delaware. Pursuant to the merger agreement, shares of common stock of Banknorth were converted into the right to receive a package of

- (1) consideration consisting of: (i) a number of TD common shares equal to 0.2351 multiplied by the number of shares of Banknorth common stock owned; (ii) an amount of cash equal to \$12.24 multiplied by the number of shares of Banknorth common stock owned; and (iii) a number of shares of common stock of TD Banknorth Inc. equal to 0.49 multiplied by the number of shares of Banknorth common stock owned, plus in each case cash in lieu of any fractional share interests.
- (2) Acquired pursuant to the merger agreement, which provided that options to purchase common stock and stock units of Banknorth were converted into stock options and stock units of TD Banknorth Inc. on a one-for-one basis.

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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