

OTT DAVID J  
Form 4  
March 03, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
OTT DAVID J

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)

Sr. Executive Vice President

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
common stock	03/01/2005		A	2,450 A \$ 0 (1)	2,450	D	
common stock	03/01/2005		A	10,067 A \$ 0 (1)	10,067	I	401(k)/KSOP Trust

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

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SEC 1474 (9-02)

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**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 or Number of Shares
stock option (right to buy)	\$ 19.84	03/01/2005		A		1,800		05/01/2001	05/01/2011	common stock	1,800
stock option (right to buy)	\$ 20.88	03/01/2005		A		18,150		10/23/2001	10/23/2011	common stock	18,150
stock option (right to buy)	\$ 26.15	03/01/2005		A		8,250		03/26/2002	03/26/2012	common stock	8,250
stock option (right to buy)	\$ 23.28	03/01/2005		A		36,850		10/22/2002	10/22/2002	common stock	36,850
stock option (right to buy)	\$ 24.62	03/01/2005		A		13,000		05/27/2003	05/27/2013	common stock	13,000
stock option (right to buy)	\$ 28.2	03/01/2005		A		65,000		10/21/2003	10/21/2013	common stock	65,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OTT DAVID J			Sr. Executive Vice President	

## 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. 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.