

TD BANKNORTH INC.  
Form 4/A  
May 12, 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 \*  
**DREW JOHN O**

(Last) (First) (Middle)

PO BOX 1180

(Street)

SOUTH  
YARMOUTH, MA 02664-0180

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)  
**03/03/2005**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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	545 A \$ 0 (1)	545	I	By spouse (2)
Common Stock	03/01/2005		A	325 A \$ 0 (1)	325	I	By spouse (3)

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.**

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DREW JOHN O PO BOX 1180 SOUTH YARMOUTH, MA 02664-0180		X		

## Signatures

/s/ Geoffrey W. Ryan, Power of Attorney 05/12/2006

\*\*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).
- TD 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) Amended to reflect the correct form of ownership between spouse and daughter and to correct a calculation error in the number of shares acquired in the merger.
  - (3) Shares held by spouse for daughter, previously reported combined with shares held by spouse.

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.