

TD BANKNORTH INC.
Form 4
April 24, 2007

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 *
VERRILL PETER J

(Last) (First) (Middle)

C/O TD BANKNORTH INC., TWO PORTLAND SQUARE

(Street)

PORTLAND, ME 04101

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/20/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice Chair & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	04/20/2007		D		784	D	\$ 32.33	0	D	
							(1)			
Common Stock	04/20/2007		D		294	D	\$ 32.33	0	I	By Spouse
							(1)			
Common Stock	04/20/2007		D		9,132	D	\$ 32.33	0	I	By 401(k) Plan
							(1)			

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 of Shares
Stock Option (right to buy)	\$ 19.63	04/20/2007		D	23,400	(2) 10/28/2007		Common Stock	23,400
Stock Option (right to buy)	\$ 22.63	04/20/2007		D	21,000	(2) 07/31/2008		Common Stock	21,000
Stock Option (right to buy)	\$ 17.31	04/20/2007		D	54,000	(2) 10/27/2008		Common Stock	54,000
Stock Option (right to buy)	\$ 18.63	04/20/2007		D	8,400	(2) 03/16/2009		Common Stock	8,400
Stock Option (right to buy)	\$ 17.38	04/20/2007		D	42,000	(2) 10/26/2009		Common Stock	42,000
Stock Option (right to buy)	\$ 15.06	04/20/2007		D	21,000	(2) 07/06/2010		Common Stock	21,000
Stock Option (right to buy)	\$ 16.69	04/20/2007		D	42,000	(2) 10/24/2010		Common Stock	42,000
Stock Option	\$ 19.84	04/20/2007		D	2,200	(2) 05/01/2011		Common Stock	2,200

(right to buy)

Stock Option (right to buy)	\$ 20.88	04/20/2007	D	55,000	(2)	10/23/2011	Common Stock	55,000
Stock Option (right to buy)	\$ 26.15	04/20/2007	D	12,000	(2)	03/26/2012	Common Stock	12,000
Stock Option (right to buy)	\$ 23.28	04/20/2007	D	105,000	(2)	10/22/2012	Common Stock	105,000
Stock Option (right to buy)	\$ 24.62	04/20/2007	D	16,000	(2)	05/27/2013	Common Stock	16,000
Stock Option (right to buy)	\$ 28.2	04/20/2007	D	80,000	(2)	10/21/2013	Common Stock	80,000
Stock Option (right to buy)	\$ 31.24	04/20/2007	D	40,000	(2)	03/31/2015	Common Stock	40,000
Stock Option (right to buy)	\$ 28.92	04/20/2007	D	80,000	(2)	10/25/2015	Common Stock	80,000
Restricted Stock Units	\$ 0	04/20/2007	D	10,833	03/31/2008	03/31/2008	Common Stock	10,833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERRILL PETER J C/O TD BANKNORTH INC. TWO PORTLAND SQUARE PORTLAND, ME 04101			Vice Chair & COO	

Signatures

/s/ Geoffrey W. Ryan, Power of
Attorney

04/24/2007

__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) Pursuant to Agreement and Plan of Merger, dated as of November 19, 2006, among TD Banknorth Inc., The Toronto-Dominion Bank and Bonn Merger Co.
- (2) All options vest and become exercisable in three annual installments of 33%, 34% and 33% beginning on the first anniversary of the date of grant.
- (3) Cancelled in the merger in exchange for a cash payment (less any applicable withholdings) representing the difference between the exercise price and \$32.33 per option.

Option to purchase TD Banknorth common stock was converted in the merger into an option to acquire a number of common shares of The Toronto-Dominion Bank ("TD") equal to the product of the number of shares of TD Banknorth common stock subject to the option multiplied by .5333, rounded down to the nearest whole share, at an exercise price per common share of TD equal to the exercise price per share of the TD Banknorth common stock subject to the option divided by .5333, rounded up to the nearest cent.
- (4) Pursuant to the merger, each restricted stock unit in respect of TD Banknorth common stock will be valued with reference to a number of

(5) common shares of TD equal to the number of notional shares of TD Banknorth common stock in respect of such award immediately prior to the merger multiplied by .5333.

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.