

TD BANKNORTH INC.
Form 4
October 28, 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 *
TORONTO DOMINION BANK

(Last) (First) (Middle)

TD TOWER 12TH FLOOR 55
KING STREET WEST, P O BOX 1

(Street)

TORONTO, ONTARIO M5K1A2

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D) Price			
Common stock, par value \$0.01 per share	10/18/2005		J ⁽¹⁾	25 A <u>2</u>	96,105,389	D	

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

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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 Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
TORONTO DOMINION BANK TD TOWER 12TH FLOOR 55 KING STREET WEST P O BOX 1 TORONTO, ONTARIO M5K1A2		X			

Signatures

Christopher A. Montague, Executive Vice President and General Counsel
 Date: 10/28/2005

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).

(1) Due to a clerical error, the number of outstanding shares of TD Banknorth common stock on which the issuance of shares to The Toronto-Dominion Bank ("TD") on March 1, 2005 was based (in connection with the closing of the acquisition by TD of 51% of the outstanding shares of TD Banknorth common stock on that date) did not include 49 shares of common stock of Banknorth Group, Inc. ("Banknorth Group"), the predecessor to TD Banknorth, owned by a former shareholder of Banknorth Group. In order to correct the clerical error, TD Banknorth issued an additional 49 shares of its common stock, of which 51% or 25 shares of TD Banknorth common stock, were issued directly to TD and the balance to the former shareholder.

(2) Pursuant to the Amended and Restated Agreement and Plan of Merger, dated August 25, 2004, among TD, Banknorth Group, TD Banknorth and Berlin Merger Co., each holder of Banknorth Group common stock received a package of consideration consisting of: a number of TD common shares equal to 0.2351 multiplied by the number of shares of Banknorth Group common stock held by such holder, plus cash in lieu of any fractional share interest; an amount in cash equal to \$12.24 multiplied by the number of shares owned by such holder; and a number of shares of TD Banknorth common stock equal to 0.49 multiplied by the number of shares owned by such holder, plus cash in lieu of any fractional share interest. As part of the merger consideration received by the former shareholder of Banknorth Group, TD paid such holder 11 TD common shares and approximately \$621 for the cash portion of the merger consideration and the cash in lieu of fractional shares.

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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