

TD AMERITRADE HOLDING CORP

Form 144

April 26, 2006

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

OMB APPROVAL

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SEC USE ONLY

DOCUMENT SEQUENCE NO.

CUSIP NUMBER

WORK LOCATION

1(a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c) S.E.C. FILE NO.

TD Ameritrade Holding Corporation 82-0543156 000-49992

1(d) ADDRESS OF ISSUER STREET CITY STATE ZIP CODE (e) TELEPHONE NO.
AREA CODE NUMBER
4211 South 102nd St. Omaha NE 68127 402 331-7856

2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD (b) SOCIAL SECURITY NO. OR IRS IDENT. NO. (c) RELATIONSHIP TO ISSUER (d) STREET ADDRESS CITY STATE ZIP CODE

Joseph H. Moglia Officer 4211 South 102nd St., Omaha, NE 68127

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| | SEC USE ONLY | (c) | (d) | (e) | (f) |
|---|------------------------------|---|--|--|--|
| Name and Address of Each Broker Through the Securities are to be Offered or Each Maker who is Acquiring the Securities Company, Inc. | Broker-Dealer File Number | Number of Shares or Other Units To Be Sold (See Instr. 3(c)) | Aggregate Market Value (See Instr. 3(d)) | Number of Shares or Other Units Outstanding (See Instr. 3(e)) | Approximate Date of Sale (See Instr. 3(f)) (MO. DAY YEAR) |
| TD Ameritrade Place Omaha, NE 68005 | | 4,131,681 | \$80,195,928 (as of April 24, 2006) | 604,481,120 (as of April 21, 2006) | 4/26/06 |

INSTRUCTIONS:

1. (a) Name of issuer
 (b) Issuer's I.R.S. Identification Number
 (c) Issuer's S.E.C. file number, if any
 (d) Issuer's address, including zip code
 (e) Issuer's telephone number, including area code

2. (a) Name of person for whose account the securities are to be sold
 (b) Such person's Social Security or I.R.S. identification number
 (c) Such person's relationship to the Issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
 (d) Such person's address, including zip code

3. (a) Title of the class of securities to be sold
 (b) Name and address of each broker through whom the securities are intended to be sold
 (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
 (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the Issuer
 (f) Approximate date on which the securities are to be sold
 (g) Name of each securities exchange, if any, on which the securities are intended to be sold

TABLE I SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i> | Amount of Securities Acquired | Date of Payment | Nature of |
|-------------------|---|--|-------------------------------|-----------------|-----------|
| (1) | Exercise of stock options pursuant to issuer's 1996 Long Term Incentive Plan and 2001 Stock Option Plan | TD Ameritrade Holding Corporation | 3,991,681 | (1) | (|
| 7/26/02 | Private sale | Estate of Dan Gude | 140,000 | (2) | (|

INSTRUCTIONS: 1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
| None | | | | |

REMARKS:

- (1) Cashless exercise, with aggregate exercise price of the options netted from the proceeds received from the sale of common stock at the time of the sale.
- (2) The purchase price was paid by the Moglia Family Trust in cash and from margin borrowings, which were repaid in full in March 2004.

INSTRUCTIONS:

See the definition of person in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

4/25/04

/s/ Joseph H. Moglia

DATE OF NOTICE

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)