

TD AMERITRADE HOLDING CORP
 Form 3
 March 17, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

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|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Marlene M. Ricketts 1994 Dynasty Trust</p> <p>(Last) (First) (Middle)</p> <p>C/O J. JOE RICKETTS, TD AMERITRADE,Â 4211 S. 102ND ST.</p> <p>(Street)</p> <p>OMAHA,Â NEÂ 68127</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p>09/09/2002</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TD AMERITRADE HOLDING CORP [AMTD]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 8,186,112 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
| | | Title | | | |

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Marlene M. Ricketts 1994 Dynasty Trust
 C/O J. JOE RICKETTS, TD AMERITRADE
 4211 S. 102ND ST.
 OMAHA, NE 68127

Â X Â Â

Signatures

/s/ Laura M. Ricketts,
 trustee

03/17/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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Remarks:

The Dynasty Trust is a party to a stockholders agreement dated June 22, 2005 by and among M. Ricketts, The Toronto-Dominion Bank and the other parties thereto (the "TD Stockholders Agreement of TD Waterhouse Group, Inc." by the issuer in January 2006, the Dynasty Trust was a party to a stockholders agreement dated April 6, 2002 by and among the Dynasty Trust, J. Joe Ricketts, Marlene M. Ricketts and the TD Stockholders Agreement"). The Datek Stockholders Agreement became effective on September 9, 2002 to the TD Stockholders Agreement are members of a Section 13(d) "group" (the "TD Group"), and to the Datek Stockholders Agreement were members of a Section 13(d) "group" (the "Datek Group") of TD Waterhouse Group, Inc. by the issuer. As such, the Dynasty Trust may be deemed to be of shares of the issuer's Common Stock held by the TD Group and, prior to the acquisition of the Dynasty Trust may have been deemed to beneficially own the aggregate number of shares of the Datek Group. The Dynasty Trust disclaims beneficial ownership of any shares of the issuer's of either the TD Group or the Datek Group.

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.