

TD BANKNORTH INC.
Form 3/A
March 09, 2005

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)

1. Name and Address of Reporting Person *
Â TORONTO DOMINION BANK

(Last) (First) (Middle)

TD TOWER 12TH FLOOR 55 KING STREET WEST,Â PO BOX 1 TORONTO

(Street)

PROVINCE ONTARIO,Â A6Â

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
03/01/2005

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 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, par value \$0.01 per share	96,106,025 ⁽¹⁾	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)
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Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TORONTO DOMINION BANK TD TOWER 12TH FLOOR 55 KING STREET WEST PO BOX 1 TORONTO PROVINCE ONTARIO, A6A	^	^ X	^	^

Signatures

Christopher A. Montague, Executive Vice President and General Counsel

03/09/2005

**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).

(1) The number of shares beneficially owned by The Toronto-Dominion Bank ("TD") has increased by 2,333 from that reported in TD's original filing because, due to a clerical error, the number of outstanding shares of TD Banknorth Inc. on which the issuance of shares to TD in the recently completed acquisition by TD of 51% of TD Banknorth Inc. was based did not include shares issued upon the exercise of an option to purchase 4,575 shares of Banknorth Group, Inc., the predecessor to TD Banknorth Inc.

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.