

AMERITRADE HOLDING CORP
 Form 4
 September 16, 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 *
 TA ASSOCIATES INC

2. Issuer Name and Ticker or Trading Symbol
 AMERITRADE HOLDING CORP
 [AMTD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 125 HIGH STREET, SUITE 2500
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/14/2005

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See General Remarks

BOSTON, MA 02110

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | | | | | 18,967,767 | I | See Footnotes 1 & 2 (1) (2) |

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) | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------|--------|----------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Forward Sale | (3) | 09/14/2005 | | J(3) | 18,914,812 | | (3) | (3) | Common | 18,914,812 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------|---------------|-----------|---------|---------------------|
| | Director | 10% Owner | Officer | Other |
| TA ASSOCIATES INC 125 HIGH STREET SUITE 2500 BOSTON, MA 02110 | | | | See General Remarks |

Signatures

TA Associates, Inc. 09/16/2005
 **Signature of Reporting Person Date

By: Thomas P. Alber, Chief Financial Officer 09/16/2005
 **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) The reporting person may be deemed to have an indirect pecuniary interest as the General Partner of TA Associates AAP III Partners L.P. and TA Associates AP IV L.P. and as the Manager of TA Associates IX LLC, TA Associates VIII LLC, TA Executives Fund LLC and TA Investors LLC. The reporting person disclaims beneficial ownership of such shares because the reporting person's indirect pecuniary interest is subject to indeterminable future events.

(2) The reporting person is the indirect beneficial owner of the following shares of Common Stock: (i) 12,019,137 shares owned by TA IX L.P.; (ii) 4,408,658 shares owned by TA/Advent VIII L.P.; (iii) 1,637,297 shares owned by TA/Atlantic and Pacific IV L.P.; (iv) 450,800 shares owned by Advent Atlantic and Pacific III L.P.; (v) 91,521 shares owned by TA Executives Fund LLC; and (vi) 360,354 shares owned by TA Investors LLC. TA Associates AP IV L.P. is the General Partner of TA/Atlantic and Pacific IV L.P. TA Associates IX LLC is the General Partner of TA IX L.P. TA Associates VIII LLC is the General partner of TA/Advent VIII L.P. TA Associates AAP III Partners is the General Partner of Advent Atlantic and Pacific III L.P.

(3) On September 14, 2005 (the "Trade Date"), TA IX L.P., TA/Advent VIII L.P., TA/Atlantic and Pacific IV L.P., Advent Atlantic and Pacific III L.P., TA Executives Fund LLC and TA Investors LLC (the "Funds") entered into a Forward Sale Transaction (the "Transaction") with an unrelated third party (the "Buyer") relating to 12,019,137, 4,408,658, 1,637,297, 450,800, 91,521, and 307,399 shares of Common Stock, respectively. The maturity date of the Transaction is September 14, 2007, subject to acceleration in certain events. The Funds will receive a payment from the Buyer in the amount of \$20.28 per share (after provision for financing costs which are subject to adjustment) within three business days of the Trade Date.

Remarks:

Member of a group which owns more than 10% in the aggregate.

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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