

AMERITRADE HOLDING CORP

Form SC 13G/A

February 14, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Ameritrade Holding Corporation

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

03074K 10 0

(Cusip Number)

9/9/02

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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CUSIP No. 03074K 10 0

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Marlene M. Ricketts NOT REQUIRED

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
United States

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power: 35,861,589
	6. Shared Voting Power: 4,500,000
	7. Sole Dispositive Power: 35,861,589
	8. Shared Dispositive Power: 4,500,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
40,361,589

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

11.

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Percent of Class Represented by Amount in Row (9):
9.4%

12. Type of Reporting Person:
IN - individual

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Item 1.

- (a) Name of Issuer:
Ameritrade Holding Corporation, the successor issuer to Ameritrade Online Holdings Corp. (formerly Ameritrade Holding Corporation)
- (b) Address of Issuer's Principal Executive Offices:
4211 South 102nd Street
Omaha, Nebraska 68127

Item 2.

- (a) Name of Person Filing:
Marlene M. Ricketts
- (b) Address of Principal Business Office or, if none, Residence:
4211 South 102nd Street
Omaha, Nebraska 68127
- (c) Citizenship:
U.S.
- (d) Title of Class of Securities:
Common Stock, par value \$.01 per share
- (e) CUSIP Number:
03074K 10 0

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- Not Applicable.
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

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- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

- (a) Amount beneficially owned:
40,361,589
- (b) Percent of class:
9.4%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
35,861, 589
 - (ii) Shared power to vote or to direct the vote:
4,500,000
 - (iii) Sole power to dispose or to direct the disposition of:
35,861, 589
 - (iv) Shared power to dispose or to direct the disposition of:
4,500,000

Instruction. For computations regarding securities which represent a right to acquire an underlying security see Rule 13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o. Not Applicable. **Item 6. Ownership of More than Five Percent on Behalf of Another Person.** Ms. Ricketts has the sole power to vote or dispose of 8,186,688 shares of Common Stock, which are held by a Dynasty Trust established for the benefit of her spouse, J. Joe Ricketts. Ms. Ricketts and her spouse have the right to receive the dividends from, and the proceeds from the sale of, 4,500,000 shares of Common Stock, which are being reported herein as beneficially owned by Ms. Ricketts. **Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.** Not Applicable. **Item 8. Identification and Classification of Members of the Group.** Ms. Ricketts is party to a Stockholders Agreement, dated as of April 6, 2002, between the Issuer, entities affiliated with Bain Capital, entities affiliates with TA Associates, Inc., entities affiliated with Silver Lake Partners, LP, Ms. Ricketts' spouse and a trust established for the benefit of Ms. Ricketts' grandchildren. An exhibit listing each party to the Stockholders Agreement is attached hereto. The Stockholders Agreement requires the parties to vote their Common Stock for directors that are designated in accordance with the provisions of the Stockholders Agreement. The Stockholders Agreement restricts the parties from selling Common Stock in some negotiated transactions unless the seller offers each other party an opportunity to participate in the sale. In addition, the Stockholders Agreement restricts the parties from voting their shares of Common Stock in favor of or against certain sale of the company transactions that are not approved by the requisite directors. The aggregate number of shares of Common Stock owned by the parties to the Stockholders Agreement, based on information provided to Ms. Ricketts by the other parties to the Stockholders Agreement, is 235,810,178 shares. The share ownership reported for Ms. Ricketts does not include any shares owned by the other parties to the Stockholders Agreement, except to the extent already disclosed in this Amendment No. 2 to Schedule 13G in regards to shares of Common Stock owned by her spouse. Ms. Ricketts disclaims beneficial ownership of any shares of Common Stock owned by the other parties to the Stockholders Agreement, except to the extent already disclosed in this Amendment No. 2 to Schedule 13G in regards to

shares of Common Stock owned by her spouse. **Item 9. Notice of Dissolution of Group.** Not Applicable.

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Item 10. Certification.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 2/14/03

By: /s/ Marlene M.
Ricketts

Marlene M.
Name: Ricketts

Title: _____