

AMERITRADE HOLDING CORP  
Form 4  
May 25, 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 \*  
RICKETTS THOMAS S

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)

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

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

4211 SOUTH 102ND STREET

05/23/2005

(Street)

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

OMAHA, NE 68127

(City) (State) (Zip)

**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)
			Code	V Amount (A) or (D) Price			
Common Stock					266,784	D	
Common Stock					26,600	I	By his children <sup>(1)</sup>
Common Stock					464,624	I	By trust <sup>(2)</sup>
Common Stock	05/23/2005		J <sup>(3)</sup>	487,693 D <u>(3)</u>	5,081,276	I	By annuity trusts <sup>(4)</sup>

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

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

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities Beneficially Owned.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row for RICKETTS THOMAS S, 4211 SOUTH 102ND STREET, OMAHA, NE 68127, with X in the 10% Owner column.

Signatures

/s/ J. Peter Ricketts as attorney-in-fact for Thomas S. Ricketts 05/25/2005
\*\*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) Shares are held by trusts created for Mr. Ricketts' children
(2) Shares are held by Mr. Ricketts in his capacity as trustee of the Marlene M. Ricketts 1999 Irrevocable Trust f/b/o Thomas S. Ricketts of which trust Mr. Ricketts is sole beneficiary.
(3) Transfer from the Marlene M. Ricketts 2003-1 Qualified Annuity Trust to Mr. Ricketts' mother, the sole beneficiary, for no consideration.
(4) Marlene M. Ricketts 2004-1 Qualified Annuity Trust and the Marlene M. Ricketts 2004-2 Qualified Annuity Trust, for which Mr. Ricketts is Co-Trustee and his mother is sole beneficiary.

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.