

HELBLING PAUL A
Form 4
June 15, 2009

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 *
HELBLING PAUL A

2. Issuer Name and Ticker or Trading Symbol
THINKORSWIM GROUP INC.
[SWIM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

13947 SOUTH MINUTEMAN DRIVE

(Street)

DRAPER, UT 84020

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
06/11/2009

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP & Chief Admin. Off.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount (A) or (D) Price (13) (14) | | |
| Common Stock | 06/11/2009 | | | D | 248,768 (13) (14) | D | |
| | | | | | 0 (13) (14) | | |

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 |
| Stock Option | \$ 25.55 | 06/11/2009 | | D | | 6,108 | (1)(15) 08/11/2009 | Common Stock | 6,108 |
| Stock Option | \$ 25.46 | 06/11/2009 | | D | | 960 | (2)(15) 10/21/2009 | Common Stock | 960 |
| Stock Option | \$ 38.95 | 06/11/2009 | | D | | 3,331 | (3)(15) 01/31/2010 | Common Stock | 3,331 |
| Stock Option | \$ 34.67 | 06/11/2009 | | D | | 1,441 | (4)(15) 02/24/2010 | Common Stock | 1,441 |
| Common Stock | \$ 9 | 06/11/2009 | | D | | 3,209 | (5)(15) 08/10/2010 | Common Stock | 3,209 |
| Stock Option | \$ 3.6 | 06/11/2009 | | D | | 4,164 | (6)(15) 10/16/2010 | Common Stock | 4,164 |
| Stock Option | \$ 3.6 | 06/11/2009 | | D | | 5,414 | (7)(15) 10/29/2010 | Common Stock | 5,414 |
| Stock Option | \$ 0.485 | 06/11/2009 | | D | | 150,000 | (8)(15) 12/20/2011 | Common Stock | 150,000 |
| Stock Option | \$ 0.2 | 06/11/2009 | | D | | 100,000 | (9)(15) 07/16/2013 | Common Stock | 100,000 |
| Stock Option | \$ 5.18 | 06/11/2009 | | D | | 20,000 | (10)(15) 12/06/2015 | Common Stock | 20,000 |
| Stock Option | \$ 13.79 | 06/11/2009 | | D | | 10,000 | (11)(15) 01/04/2017 | Common Stock | 10,000 |
| Stock Option | \$ 13.72 | 06/11/2009 | | D | | 10,000 | (12)(15) 01/18/2018 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HELBLING PAUL A 13947 SOUTH MINUTEMAN DRIVE DRAPER, UT 84020 | | | Sr. VP & Chief Admin. Off. | |

Signatures

/s/PAUL A.
HELBLING

06/11/2009

__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) Options were vested immediately. Date of grant was 08/12/99.
- (2) Options were vested immediately. Date of grant was 10/22/99.
- (3) Options were vested immediately. Date of grant was 02/01/00.
- (4) Options were vested immediately. Date of grant was 02/25/00.
- (5) Options were vested immediately. Date of grant was 08/11/00.
- (6) Options were exercisable in equal installments over two years beginning one year from date of grant. Date of grant was 10/17/00.
- (7) Options were vested immediately. Date of grant was 10/30/00.
- (8) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 12/20/01.
- (9) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 07/17/03.
- (10) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 12/07/05.
- (11) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 01/04/07.
- (12) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 01/18/08.

- (13) Disposed of pursuant to the terms of the Agreement and Plan of Merger dated as of January 8, 2009 (the "Merger Agreement"), by and among TD AMERITRADE Holding Corporation, a Delaware corporation ("TD AMERITRADE"), Tango Acquisition Corporation One, a Delaware corporation and a direct, wholly-owned subsidiary of TD AMERITRADE, Tango Acquisition Corporation Two, a Delaware corporation and a direct, wholly-owned subsidiary of TD AMERITRADE, and the Issuer. Shares of Common Stock of the Issuer held outright (i.e., not subject to restrictions or which does not cease to be subject to restrictions as of the closing of the transactions contemplated by the Merger Agreement) shall be cancelled in exchange for \$3.34 in cash, without interest and less any applicable withholding, and 0.3980 of a share of TD AMERITRADE common stock, which had a volume-weighted exercise price on the day prior to the date of closing equal to \$17.99.

- (14) Shares of Common Stock of the Issuer that continue to be subject to restrictions immediately following the closing of the transactions contemplated by the Merger Agreement were assumed by TD AMERITRADE pursuant to the Merger Agreement and will be settled in shares of common stock of TD AMERITRADE upon vesting. The reporting person has 15,000 shares of Common Stock of the Issuer that will remain subject to restrictions following the closing of the transactions contemplated by the Merger Agreement and which were thus assumed by TD AMERITRADE.

- (15) Pursuant to the terms of the offer to exchange, filed as an exhibit to a Schedule TO on April 17, 2009, as amended (the "Offer to Exchange"), the reporting person elected to tender all options with an exercise price equal to or greater than \$10.50, the threshold exercise price, as described in the Offer to Exchange. As described in the Offer to Exchange, the conversion ratios of options tendered to restricted stock units were as follows: Exercise Price Option to RSU Exchange Ratio: \$9.00 -to- \$10.85 2.0 -to- 1 \$12.92 -to- \$14.73 2.4 -to- 1 \$15.69 -to- \$16.92 2.7 -to- 1 \$23.54 3.7 -to- 1 \$25.45 -to- \$38.95 10.0 -to- 1 All outstanding options and/or RSUs were then assumed by TD AMERITRADE pursuant to the Merger Agreement.

- (16) Per Instruction 4 (c)(iii), this column is to be left blank.

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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