

BARBA LEE K
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 *
BARBA LEE K

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)

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

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

DRAPER, UT 84020

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (11) (12)	(A) or (D)	Price (11) (12)
Common Stock	06/11/2009		D		1,250,462 (11) (12)	D	
Common Stock	06/11/2009		D		505,284 (11) (12)	I	Trust & Family Members (1)

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

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SEC 1474 (9-02)

number.

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

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	\$ 9	06/11/2009		D	6,886	<u>(2)(13)</u>	08/10/2010	Common Stock	6,886
Stock Option	\$ 3.6	06/11/2009		D	115,282	<u>(3)(13)</u>	10/17/2010	Common Stock	115,282
Stock Option	\$ 3.6	06/11/2009		D	11,617	<u>(4)(13)</u>	10/20/2010	Common Stock	11,617
Stock Option	\$ 0.485	06/11/2009		D	587,631	<u>(5)(13)</u>	12/20/2011	Common Stock	1,000,000
Stock Option	\$ 0.2	06/11/2009		D	250,000	<u>(6)(13)</u>	07/16/2013	Common Stock	250,000
Stock Option	\$ 2.22	06/11/2009		D	250,000	<u>(7)(13)</u>	03/03/2014	Common Stock	250,000
Stock Option	\$ 5.18	06/11/2009		D	250,000	<u>(8)(13)</u>	12/06/2015	Common Stock	250,000
Stock Option	\$ 13.79	06/11/2009		D	70,950	<u>(9)(13)</u>	01/04/2017	Common Stock	70,950
Stock Option	\$ 13.72	06/11/2009		D	85,000	<u>(10)(13)</u>	01/17/2018	Common Stock	85,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARBA LEE K 13947 SOUTH MINUTEMAN DRIVE DRAPER, UT 84020	X		Chairman & CEO	

Signatures

/s/ LEE K.
BARBA

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) 35,285 shares are held by the Lee & Maria Barba Irrevocable Trust and 469,999 shares are held by family members.
- (2) Options were vested immediately. Date of grant was 08/11/00.
- (3) 122,679 options vested immediately. 111,062 options were exercisable in two equal installments beginning one year from date of grant. Date of grant was 10/17/00.
- (4) Options were vested immediately. Date of grant was 10/30/00.
- (5) Options were exercisable in two equal installments beginning one year from date of grant. Date of grant was 12/20/01. A total of 1,200,000 shares were granted, 200,000 were previously exercised.
- (6) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 07/17/03.
- (7) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 03/04/04.
- (8) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 12/07/05.
- (9) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 01/04/07.
- (10) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 01/18/08.
 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.
- (11) 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 115,000 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.
- (12) 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- \$10.852.0 -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.
- (13) Per Instruction 4 (c)(iii), this column is to be left blank.
- (14)

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.