

TORONTO DOMINION BANK  
Form 6-K  
June 30, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

450, 5th Street  
Washington, DC 20549

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**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

For the month of June, 2006

Commission File Number: 001-14446

**The Toronto-Dominion Bank**

(Translation of registrant's name into English)

c/o General Counsel's Office  
P.O. Box 1, Toronto Dominion Centre,  
Toronto, Ontario, M5K 1A2  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_]

**This Form 6-K is incorporated by reference into the Registration Statement of the Toronto Dominion Bank on Form F-3 filed May 5, 2005, as amended by Pre-Effective Amendment No. 1 to Form F-3 on September 29, 2005.**

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE TORONTO-DOMINION BANK

Date: June 30, 2006

By: /s/ RASHA H. EL SISSI

Name: Rasha H. El Sissi

Title: Associate Vice President, Legal

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>                     |
|---------------------------|---|
| 1.1                       | Distribution Agreement                            |
| 8.1                       | Tax Opinion of Simpson Thacher & Bartlett LLP     |
| 12.1                      | Computation of Ratio of Earnings to Fixed Charges |
| 99.1                      | Form of Equity-Linked Note                        |
| 99.2                      | Indemnification of Directors and Officers         |

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SIGNATURES

EXHIBIT INDEX