

TD BANKNORTH INC.
Form 4
October 30, 2006

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 *
TORONTO DOMINION BANK

2. Issuer Name and Ticker or Trading Symbol
TD BANKNORTH INC. [BNK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

TORONTO DOMINION CENTRE,, P O BOX 1

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2006

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

(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

TORONTO, ONTARIO, CANADA M5K 1A2

(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, par value \$0.01 per share	10/26/2006		P		2,200	A	\$ 29.53	129,870,711	D	Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$0.01 per share	10/26/2006		P		2,400	A	\$ 29.54	129,873,111	D	Indirect Beneficial Ownership (Instr. 4)
	10/26/2006		P		2,200	A		129,875,311	D	Indirect Beneficial Ownership (Instr. 4)

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Common stock, par value \$0.01 per share					\$ 29.55		
Common stock, par value \$0.01 per share	10/26/2006	P	1,300	A	\$ 29.56	129,876,611	D
Common stock, par value \$0.01 per share	10/26/2006	P	700	A	\$ 29.57	129,877,311	D
Common stock, par value \$0.01 per share	10/26/2006	P	500	A	\$ 29.58	129,877,811	D
Common stock, par value \$0.01 per share	10/26/2006	P	2,100	A	\$ 29.59	129,879,911	D
Common stock, par value \$0.01 per share	10/26/2006	P	6,300	A	\$ 29.6	129,886,211	D
Common stock, par value \$0.01 per share	10/26/2006	P	400	A	\$ 29.61	129,886,611	D
Common stock, par value \$0.01 per share	10/26/2006	P	300	A	\$ 29.62	129,886,911	D
Common stock, par value \$0.01 per share	10/26/2006	P	100	A	\$ 29.63	129,887,011	D
	10/26/2006	P	1,300	A		129,888,311	D

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Common stock, par value \$0.01 per share					\$ 29.64		
Common stock, par value \$0.01 per share	10/26/2006	P	500	A	\$ 29.65	129,888,811	D
Common stock, par value \$0.01 per share	10/26/2006	P	2,300	A	\$ 29.66	129,891,111	D
Common stock, par value \$0.01 per share	10/26/2006	P	1,200	A	\$ 29.67	129,892,311	D
Common stock, par value \$0.01 per share	10/26/2006	P	200	A	\$ 29.68	129,892,511	D
Common stock, par value \$0.01 per share	10/26/2006	P	3,700	A	\$ 29.69	129,896,211	D
Common stock, par value \$0.01 per share	10/26/2006	P	200	A	\$ 29.7	129,896,411	D
Common stock, par value \$0.01 per share	10/26/2006	P	3,600	A	\$ 29.71	129,900,011	D
Common stock, par value \$0.01 per share	10/26/2006	P	800	A	\$ 29.72	129,900,811	D
	10/26/2006	P	15,300	A		129,916,111	D

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Common stock, par value \$0.01 per share					\$ 29.73		
Common stock, par value \$0.01 per share	10/26/2006	P	3,000	A	\$ 29.74	129,919,111	D
Common stock, par value \$0.01 per share	10/26/2006	P	100	A	\$ 29.75	129,919,211	D
Common stock, par value \$0.01 per share	10/26/2006	P	300	A	\$ 29.76	129,919,511	D
Common stock, par value \$0.01 per share	10/26/2006	P	800	A	\$ 29.77	129,920,311	D
Common stock, par value \$0.01 per share	10/26/2006	P	2,300	A	\$ 29.78	129,922,611	D
Common stock, par value \$0.01 per share	10/26/2006	P	500	A	\$ 29.8	129,923,111	D
Common stock, par value \$0.01 per share	10/26/2006	P	100	A	\$ 29.83	129,923,211	D
Common stock, par value \$0.01 per share	10/26/2006	P	1,400	A	\$ 29.84	129,924,611	D
	10/26/2006	P		A	Ⓣ		D

Common	38,900	129,963,511
stock, par	(1)	(2)
value		
\$0.01 per		
share		

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

SEC 1474
(9-02)

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**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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TORONTO DOMINION BANK TORONTO DOMINION CENTRE, P O BOX 1 TORONTO, ONTARIO, CANADA M5K 1A2	X

Signatures

/s/ Norie Campbell 10/30/2006

 Date
**Signature of Reporting Person

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).

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- (1) 38,900 consists of the following trades: 300@\$29.85; 400@\$29.88; 2,800@\$29.95; 5,700@\$29.96; 700@\$29.97; 600@\$29.98; 4,600@\$29.99; and 23,800@\$30.00.
- (2) 129,963,511 includes 2,699,483 shares acquired pursuant to the issuer's dividend reinvestment program since the date of the reporting person's last filing on Form 4 on March 7, 2006.

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