TORONTO DOMINION BANK Form 6-K May 24, 2007

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION 450, 5th Street Washington, D.C. 20549

REPORT OF FOREIGN PRIVATE ISSUER Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934

For the month of May, 2	2007.
	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 o Form 40-F x
•	whether the registrant by furnishing the information contained in this Form is also thereby on to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934
	Yes o No x
If "Yes" is marked, indi	cate 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 all outstanding Registration Statements of The Toronto-Dominion Bank and its affiliates filed with the U.S. Securities and Exchange Commission and the Private Placement Memoranda of Toronto Dominion Holdings (U.S.A.), Inc. dated May 24, 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: May 24, 2007 By: /s/ Rasha El Sissi

Name: Rasha El Sissi

Title: Associate Vice President, Legal

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EXHIBIT INDEX

<u>Exhibit</u>	Description of Exhibit
99.1	2 nd Quarter 2007 Report to Shareholders
99.2	Earnings Coverage