

SCHWAB CHARLES CORP  
 Form 4  
 February 23, 2007

**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 \*  
 DODDS CHRISTOPHER V

2. Issuer Name and Ticker or Trading Symbol  
 SCHWAB CHARLES CORP  
 [SCHW]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O THE CHARLES SCHWAB CORPORATION, 120 KEARNY STREET

3. Date of Earliest Transaction (Month/Day/Year)  
 02/22/2007

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 EVP and CFO

(Street)  
 SAN FRANCISCO, CA 94108

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |
| Common Stock                    | 02/22/2007                           |  | M                              |   | 125,000   | A  | \$ 9.71 424,956 I by Trust                 |
| Common Stock                    | 02/22/2007                           |  | M                              |   | 30,000  | A  | \$ 10.2 454,956 I by Trust                 |
| Common Stock                    | 02/22/2007                           |  | M                              |   | 25,716  | A  | \$ 13.56 480,672 I by Trust                |
| Common Stock                    | 02/22/2007                           |  | M                              |   | 4,284   | A  | \$ 13.56 484,956 I by Trust                |
|                                 | 02/22/2007                           |  | S                              |   | 19,400  | D  | \$ 19.7 465,556 I by Trust                 |

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|              |            |  |   |        |   |          |                        |   |          |
|--------------|------------|--|---|--------|---|----------|------------------------|---|----------|
| Common Stock |            |  |   |        |   |          |                        |   |          |
| Common Stock | 02/22/2007 |  | S | 47,583 | D | \$ 19.71 | 417,973                | I | by Trust |
| Common Stock | 02/22/2007 |  | S | 19,501 | D | \$ 19.72 | 398,472                | I | by Trust |
| Common Stock | 02/22/2007 |  | S | 10,838 | D | \$ 19.73 | 387,634                | I | by Trust |
| Common Stock | 02/22/2007 |  | S | 29,175 | D | \$ 19.74 | 358,459                | I | by Trust |
| Common Stock | 02/22/2007 |  | S | 10,850 | D | \$ 19.75 | 347,609                | I | by Trust |
| Common Stock | 02/22/2007 |  | S | 26,753 | D | \$ 19.76 | 320,856                | I | by Trust |
| Common Stock | 02/22/2007 |  | S | 15,600 | D | \$ 19.77 | 305,256                | I | by Trust |
| Common Stock | 02/22/2007 |  | S | 600    | D | \$ 19.78 | 304,656                | I | by Trust |
| Common Stock | 02/22/2007 |  | S | 4,700  | D | \$ 19.79 | 299,956 <sup>(1)</sup> | I | by Trust |

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)

| 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 Security (Instr. 3 and 4) |              |   |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | A |
| Non-Qualified Stock Option (right to buy)  | \$ 9.71  | 02/22/2007                           |  | M                              | 125,000   | 11/08/2004   | 11/08/2012  | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy)  | \$ 10.2  | 02/22/2007                           |  | M                              | 30,000  | 09/24/2002   | 02/24/2011  | Common Stock | 3 |

|   |          |            |   |        |            |            |                 |
|---|----------|------------|---|--------|------------|------------|-----------------|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 13.56 | 02/22/2007 | M | 25,716 | 12/16/1999 | 12/16/2008 | Common<br>Stock |
| Incentive<br>Stock Option<br>(right to buy)     | \$ 13.56 | 02/22/2007 | M | 4,284  | 12/16/1999 | 12/16/2008 | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| DODDS CHRISTOPHER V<br>C/O THE CHARLES SCHWAB CORPORATION<br>120 KEARNY STREET<br>SAN FRANCISCO, CA 94108 |               |           | EVP<br>and<br>CFO |       |

## Signatures

Christopher V.  
Dodds  
02/23/2007

\*\*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) As of the date of this report, the reporting person also had a direct beneficial ownership interest in 198,523 shares and an indirect beneficial ownership interest in 119,570 shares held by an ESOP.

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