

SCHWAB CHARLES CORP  
Form S-8 POS  
December 22, 2004

As filed with the Securities and Exchange Commission on December 22, 2004.

Registration No. 333-38150

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*THE SECURITIES ACT OF 1933*

**THE CHARLES SCHWAB CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**94-3025021**  
(I.R.S. Employer  
Identification Number)

**120 Kearny Street**

**San Francisco, CA 94108**

(Address of Principal Executive Offices)

**U.S. TRUST CORPORATION 401(K) PLAN**

(formerly known as the

**401(K) PLAN AND ESOP OF UNITED STATES TRUST COMPANY**

**OF NEW YORK AND AFFILIATED COMPANIES)**

(Full Title of the Plan)

**Christopher V. Dodds**

**Executive Vice President and Chief Financial Officer**

**The Charles Schwab Corporation**

**120 Kearny Street**

**San Francisco, CA 94108**

**Telephone: 415/627-7000**

(Name and Address of Agent for Service)

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EXPLANATORY NOTE

The Charles Schwab Corporation (the Registrant) filed a Registration Statement on Form S-8 on May 31, 2000 (Registration No. 333-38150) (the Registration Statement) to register shares of the Registrant's common stock, par value \$0.01 per share (the Common Stock), for issuance pursuant to the 401(k) Plan and ESOP of the United States Trust Company of New York and Affiliated Companies (the Plan). Since the filing of the Registration Statement, the Plan was renamed the U.S. Trust Corporation 401(k) Plan. Effective January 1, 2004, the Plan was merged into the SchwabPlan Retirement Savings and Investment Plan. Accordingly, no future grants will be made pursuant to the Plan. This Post-Effective Amendment No. 1 (this Amendment) to the Registration Statement is filed to deregister all shares of Common Stock registered under the Registration Statement but unissued as of the date of this Amendment. Of the 18,000,000 shares of Common Stock registered under the Registration Statement, 15,248,166 shares were issued under the Plan. This Amendment is being filed to deregister the 2,751,834 unsold shares of Common Stock registered under the Registration Statement and issuable pursuant to the Plan.

PART II: INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8. Exhibits**

**Exhibit**

**Number**      **Exhibit**

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24.1 7 Powers of Attorney.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California on December 22, 2004.

THE CHARLES SCHWAB CORPORATION

/s/ CHARLES R. SCHWAB

By: Charles R. Schwab  
Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name and Signature</u>	<u>Title</u>
/s/ CHARLES R. SCHWAB _____ <b>Charles R. Schwab</b>	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ CHRISTOPHER V. DODDS _____ <b>Christopher V. Dodds</b>	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
* _____ <b>Nancy H. Bechtle</b>	Director
* _____ <b>C. Preston Butcher</b>	Director
* _____ <b>Donald G. Fisher</b>	Director
* _____ <b>Frank C. Herringer</b>	Director
* _____ <b>Stephen T. McLin</b>	Director



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<u>Name and Signature</u>	<u>Title</u>
*	Director
<hr/> <b>George P. Shultz</b>	
<hr/> <b>Paula A. Sneed</b>	Director
*	Director
<hr/> <b>Roger O. Walther</b>	
<hr/> <b>Robert N. Wilson</b>	Director
<hr/> <b>David B. Yoffie</b>	Director

\*By: /s/ CHRISTOPHER V. DODDS  
Christopher V. Dodds  
Attorney-in-Fact

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit</u>
24.1 7	Powers of Attorney.