

SCHWAB CHARLES CORP  
Form 4  
February 27, 2003

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Penney, Geoffrey J.</b> (Last) (First) (Middle) <b>c/o The Charles Schwab Corporation</b> <b>120 Kearny Street</b>  (Street) <b>San Francisco, CA 94108</b>			2. Issuer Name and Ticker or Trading Symbol <b>The Charles Schwab Corporation (SCH)</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Executive Vice President and Chief Information Officer</b>			
			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year <b>February 25, 2003</b>		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
					5. If Amendment, Date of Original (Month/Day/Year)					
(City) (State) (Zip)			<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/25/03		A <sup>(1)</sup>		66,007	A		193,750.00	D	
Common Stock								1,117.04	I	By 401(k)
Common Stock								1,041.25	I	By ESOP

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion or	3. Trans-	3A. Deemed	4. Trans-	5. Number	6. Date Exercisable and Expiration	7. Title and Amount of	8. Price of Derivative	9. Number of Derivative	10. Owner-	11. Nature of Indirect
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Security (Instr. 3)	Exercise Price of Derivative Security	action Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	action Code (Instr. 8)	of		Date Month/Day/ Year	Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Derivative Security (A) or Disposed of (D)  (Instr. 3, 4 & 5)	Date		Title	Amount or Number of Shares				
					Code	V	(A) (D)	Date Exer- cisable	Expira- tion Date				

Explanation of Responses:

(1) The restricted stock was granted pursuant to the Company's 1992 Stock Incentive Plan and/or 2001 Stock Incentive Plan and vests according to the provisions of those plans.

By: /s/ **Jane Fry, Attorney-in-fact**  
**Geoffrey J. Penney**

2/27/03  
Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space is insufficient, See Instruction 6 for procedure.

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POWER OF ATTORNEY

I, Geoffrey J. Penney, appoint each of Carrie Dwyer, W. Hardy Callcott, Willie C. Bogan, R. Scott

- (1) Execute on my behalf and in my capacity as an officer and/or director of the Company, For
- (2) Perform any and all acts on my behalf which may be necessary or desirable to complete and
- (3) Take any other action in connection with the foregoing which, in the opinion of such atto

I grant to each such attorney-in-fact full power and authority to do and perform any act necessary

I acknowledge that the attorneys-in-fact, in serving in such capacity at my request, are not assu

This Power of Attorney shall remain in full force and effect until I am no longer required to fil