

SCHWAB CHARLES CORP
Form 4
August 24, 2005

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 *
SCHWAB CHARLES R

(Last) (First) (Middle)

C/O THE CHARLES SCHWAB CORPORATION, 120 KEARNY STREET

(Street)

SAN FRANCISCO, CA 94108

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2005

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/22/2005 | | M | | 281,250 A \$ 3.8 | 14,638,745 | D |
| Common Stock | 08/22/2005 | | S | | 200 D \$ 13.9 | 14,638,545 | D |
| Common Stock | 08/22/2005 | | S | | 1,500 D \$ 13.91 | 14,637,045 | D |
| Common Stock | 08/22/2005 | | S | | 1,400 D \$ 13.92 | 14,635,645 | D |
| Common Stock | 08/22/2005 | | S | | 1,500 D \$ 13.95 | 14,634,145 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|------------|---|
| Common Stock | 08/22/2005 | S | 6,000 | D | \$ 13.96 | 14,628,145 | D |
| Common Stock | 08/22/2005 | S | 13,400 | D | \$ 13.97 | 14,614,745 | D |
| Common Stock | 08/22/2005 | S | 6,400 | D | \$ 13.98 | 14,608,345 | D |
| Common Stock | 08/22/2005 | S | 12,500 | D | \$ 13.99 | 14,595,845 | D |
| Common Stock | 08/22/2005 | S | 29,500 | D | \$ 14 | 14,566,345 | D |
| Common Stock | 08/22/2005 | S | 12,100 | D | \$ 14.01 | 14,554,245 | D |
| Common Stock | 08/22/2005 | S | 11,600 | D | \$ 14.02 | 14,542,645 | D |
| Common Stock | 08/22/2005 | S | 6,650 | D | \$ 14.03 | 14,535,995 | D |
| Common Stock | 08/22/2005 | S | 15,700 | D | \$ 14.04 | 14,520,295 | D |
| Common Stock | 08/22/2005 | S | 5,900 | D | \$ 14.05 | 14,514,395 | D |
| Common Stock | 08/22/2005 | S | 12,000 | D | \$ 14.06 | 14,502,395 | D |
| Common Stock | 08/22/2005 | S | 14,700 | D | \$ 14.07 | 14,487,695 | D |
| Common Stock | 08/22/2005 | S | 11,900 | D | \$ 14.08 | 14,475,795 | D |
| Common Stock | 08/22/2005 | S | 7,000 | D | \$ 14.09 | 14,468,795 | D |
| Common Stock | 08/22/2005 | S | 24,300 | D | \$ 14.1 | 14,444,495 | D |
| Common Stock | 08/22/2005 | S | 2,100 | D | \$ 14.11 | 14,442,395 | D |
| Common Stock | 08/22/2005 | S | 9,900 | D | \$ 14.12 | 14,432,495 | D |
| Common Stock | 08/22/2005 | S | 13,500 | D | \$ 14.13 | 14,418,995 | D |
| Common Stock | 08/22/2005 | S | 18,700 | D | \$ 14.14 | 14,400,295 | D |
| Common Stock | 08/22/2005 | S | 6,500 | D | \$ 14.15 | 14,393,795 | D |
| | 08/22/2005 | S | 200 | D | | 14,393,595 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------------------------|---|
| Common Stock | | | | | \$ 14.16 | | |
| Common Stock | 08/22/2005 | S | 5,500 | D | \$ 14.17 | 14,388,095 | D |
| Common Stock | 08/22/2005 | S | 11,900 | D | \$ 14.18 | 14,376,195 | D |
| Common Stock | 08/22/2005 | S | 17,700 | D | \$ 14.19 | 14,358,495 | D |
| Common Stock | 08/22/2005 | S | 1,000 | D | \$ 14.2 | 14,357,495 ⁽¹⁾ | D |

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Options (Right to Buy) | \$ 3.8 | 08/22/2005 | | M | 281,250 | 10/17/1996 | 10/17/2005 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHWAB CHARLES R C/O THE CHARLES SCHWAB CORPORATION 120 KEARNY STREET SAN FRANCISCO, CA 94108 | X | X | Chairman and CEO | |

Signatures

Charles R. Schwab
08/24/2005
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).
- (1) As of the date of this report, the reporting person also had an indirect beneficial ownership interest in 165,765,086 shares held in trust, 44,703,958 shares held by an LLC, 7,977,765 shares held by his spouse and 1,709,928 shares held by an ESOP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.