

SCHWAB CHARLES CORP
 Form 4
 February 08, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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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

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/08/2007

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

C/O THE CHARLES SCHWAB CORPORATION, 120 KEARNY STREET

(Street)

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

SAN FRANCISCO, CA 94108

(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		
Common Stock	02/08/2007		S	D	\$ 1,700 19.14	I	by Trust
Common Stock	02/08/2007		S	D	\$ 7,800 19.15	I	by Trust
Common Stock	02/08/2007		S	D	\$ 1,100 19.16	I	by Trust
Common Stock	02/08/2007		S	D	\$ 400 19.17	I	by Trust
	02/08/2007		S	D	4,900	I	by Trust

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Common Stock					\$ 19.18			
Common Stock	02/08/2007	S	1,200	D	\$ 19.19	153,555,758	I	by Trust
Common Stock	02/08/2007	S	5,600	D	\$ 19.2	153,550,158	I	by Trust
Common Stock	02/08/2007	S	13,142	D	\$ 19.21	153,537,016	I	by Trust
Common Stock	02/08/2007	S	9,300	D	\$ 19.22	153,527,716	I	by Trust
Common Stock	02/08/2007	S	23,300	D	\$ 19.23	153,504,416	I	by Trust
Common Stock	02/08/2007	S	1,900	D	\$ 19.24	153,502,516	I	by Trust
Common Stock	02/08/2007	S	3,500	D	\$ 19.25	153,499,016	I	by Trust
Common Stock	02/08/2007	S	38,100	D	\$ 19.26	153,460,916	I	by Trust
Common Stock	02/08/2007	S	32,300	D	\$ 19.27	153,428,616	I	by Trust
Common Stock	02/08/2007	S	27,600	D	\$ 19.28	153,401,016	I	by Trust
Common Stock	02/08/2007	S	52,650	D	\$ 19.29	153,348,366	I	by Trust
Common Stock	02/08/2007	S	65,450	D	\$ 19.3	153,282,916	I	by Trust
Common Stock	02/08/2007	S	20,300	D	\$ 19.31	153,262,616	I	by Trust
Common Stock	02/08/2007	S	32,600	D	\$ 19.32	153,230,016	I	by Trust
Common Stock	02/08/2007	S	54,300	D	\$ 19.33	153,175,716	I	by Trust
Common Stock	02/08/2007	S	23,758	D	\$ 19.34	153,151,958	I	by Trust
Common Stock	02/08/2007	S	16,900	D	\$ 19.35	153,135,058	I	by Trust
Common Stock	02/08/2007	S	10,200	D	\$ 19.36	153,124,858	I	by Trust
Common Stock	02/08/2007	S	10,500	D	\$ 19.37	153,114,358	I	by Trust
	02/08/2007	S	7,000	D		153,107,358	I	by Trust

Signatures

Jane E. Fry,
Attorney-in-fact

02/08/2007

__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).

As of the date of this report, the reporting person also had a direct beneficial ownership interest in 9,927,495 shares and an indirect
(1) beneficial ownership interest in 42,853,958 shares held by an LLC, 7,841,450 shares held by his spouse and 1,744,792 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.