

SCHWAB CHARLES R  
Form 4  
April 25, 2008

**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

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)  
04/24/2008

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)
			Code	V	Amount or Price		
Common Stock	04/24/2008		S		300	D	\$ 21.863 137,032,488 I by Trust
Common Stock	04/24/2008		S		22,500	D	\$ 21.865 137,009,988 I by Trust
Common Stock	04/24/2008		S		400	D	\$ 21.8675 137,009,588 I by Trust
Common Stock	04/24/2008		S		38,437	D	\$ 21.87 136,971,151 I by Trust
	04/24/2008		S		5,100	D	\$ 21.875 136,966,051 I by Trust

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Common Stock								
Common Stock	04/24/2008	S	500	D	\$ 21.8775	136,965,551	I	by Trust
Common Stock	04/24/2008	S	52,929	D	\$ 21.88	136,912,622	I	by Trust
Common Stock	04/24/2008	S	9,300	D	\$ 21.885	136,903,322	I	by Trust
Common Stock	04/24/2008	S	500	D	\$ 21.8875	136,902,822	I	by Trust
Common Stock	04/24/2008	S	43,129	D	\$ 21.89	136,859,693	I	by Trust
Common Stock	04/24/2008	S	1,600	D	\$ 21.895	136,858,093	I	by Trust
Common Stock	04/24/2008	S	121,210	D	\$ 21.9	136,736,883	I	by Trust
Common Stock	04/24/2008	S	4,960	D	\$ 21.905	136,731,923	I	by Trust
Common Stock	04/24/2008	S	300	D	\$ 21.9075	136,731,623	I	by Trust
Common Stock	04/24/2008	S	54,476	D	\$ 21.91	136,677,147	I	by Trust
Common Stock	04/24/2008	S	700	D	\$ 21.9125	136,676,447	I	by Trust
Common Stock	04/24/2008	S	1,300	D	\$ 21.913	136,675,147	I	by Trust
Common Stock	04/24/2008	S	45,950	D	\$ 21.915	136,629,197	I	by Trust
Common Stock	04/24/2008	S	63,010	D	\$ 21.92	136,566,187	I	by Trust
Common Stock	04/24/2008	S	3,050	D	\$ 21.925	136,563,137	I	by Trust
Common Stock	04/24/2008	S	514,830	D	\$ 21.93	136,048,307	I	by Trust
Common Stock	04/24/2008	S	400	D	\$ 21.935	136,047,907	I	by Trust
Common Stock	04/24/2008	S	19,637	D	\$ 21.94	136,028,270	I	by Trust
Common Stock	04/24/2008	S	4,500	D	\$ 21.945	136,023,770	I	by Trust
	04/24/2008	S	200	D		136,023,570	I	by Trust

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Common Stock						\$					21.9475	
Common Stock	04/24/2008		S	469,008	D	\$ 21.95	135,554,562	I				by Trust
Common Stock	04/24/2008		S	1,400	D	\$ 21.955	135,553,162	I				by Trust
Common Stock	04/24/2008		S	500	D	\$ 21.9575	135,552,662	I				by Trust
Common Stock	04/24/2008		S	45,250	D	\$ 21.96	135,507,412	I				by Trust
Common Stock	04/24/2008		S	2,000	D	\$ 21.965	135,505,412 (1)	I				by Trust

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

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(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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

Jane E. Fry,  
Attorney-in-fact

04/25/2008

\_\_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 direct beneficial ownership interest in 5,300,511 shares and an indirect  
(1) beneficial ownership interest in 39,350,941 shares held by an LLC, 7,085,465 shares held by his spouse, 2,355,329 shares held by a limited partnership, and 1,827,311 shares held in an ESOP.

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