

SCHWAB CHARLES CORP  
 Form 4  
 February 19, 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 \*  
 Dwyer Carrie E

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)  
 02/15/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP and General Counsel

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 |   |        | 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 Ownership (Instr. 4) |            |
|---------------------------------|--------------------------------------|--|---------------------|---|--------|---|---|--|-----------------------------------|------------|
|                                 |                                      |  | Code                | V | Amount |   |   |  |                                   | (A) or (D) |
| Common Stock                    | 02/15/2008                           |  | M <sup>(1)</sup>    |   | 24,544 | A   | \$ 8.3156   | 277,037  | D                                 |            |
| Common Stock                    | 02/15/2008                           |  | M                   |   | 32,096 | A   | \$ 8.3156   | 309,133  | D                                 |            |
| Common Stock                    | 02/15/2008                           |  | S                   |   | 200    | D   | \$ 19.92  | 308,933  | D                                 |            |
| Common Stock                    | 02/15/2008                           |  | S                   |   | 100    | D   | \$ 19.93  | 308,833  | D                                 |            |
|                                 | 02/15/2008                           |  | S                   |   | 600    | D   | \$ 19.94  | 308,233  | D                                 |            |

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|              |            |   |       |   |            |         |   |
|--------------|------------|---|-------|---|------------|---------|---|
| Common Stock |            |   |       |   |            |         |   |
| Common Stock | 02/15/2008 | S | 300   | D | \$ 19.96   | 307,933 | D |
| Common Stock | 02/15/2008 | S | 300   | D | \$ 19.98   | 307,633 | D |
| Common Stock | 02/15/2008 | S | 160   | D | \$ 19.99   | 307,473 | D |
| Common Stock | 02/15/2008 | S | 140   | D | \$ 20      | 307,333 | D |
| Common Stock | 02/15/2008 | S | 1,300 | D | \$ 20.01   | 306,033 | D |
| Common Stock | 02/15/2008 | S | 800   | D | \$ 20.02   | 305,233 | D |
| Common Stock | 02/15/2008 | S | 300   | D | \$ 20.03   | 304,933 | D |
| Common Stock | 02/15/2008 | S | 400   | D | \$ 20.04   | 304,533 | D |
| Common Stock | 02/15/2008 | S | 100   | D | \$ 20.0425 | 304,433 | D |
| Common Stock | 02/15/2008 | S | 500   | D | \$ 20.05   | 303,933 | D |
| Common Stock | 02/15/2008 | S | 53    | D | \$ 20.06   | 303,880 | D |
| Common Stock | 02/15/2008 | S | 100   | D | \$ 20.0625 | 303,780 | D |
| Common Stock | 02/15/2008 | S | 500   | D | \$ 20.07   | 303,280 | D |
| Common Stock | 02/15/2008 | S | 300   | D | \$ 20.08   | 302,980 | D |
| Common Stock | 02/15/2008 | S | 201   | D | \$ 20.09   | 302,779 | D |
| Common Stock | 02/15/2008 | S | 400   | D | \$ 20.1    | 302,379 | D |
| Common Stock | 02/15/2008 | S | 746   | D | \$ 20.11   | 301,633 | D |
| Common Stock | 02/15/2008 | S | 300   | D | \$ 20.12   | 301,333 | D |
| Common Stock | 02/15/2008 | S | 700   | D | \$ 20.13   | 300,633 | D |
|              | 02/15/2008 | S | 200   | D | \$ 20.14   | 300,433 | D |

|              |            |   |     |   |          |                        |   |
|--------------|------------|---|-----|---|----------|------------------------|---|
| Common Stock |            |   |     |   |          |                        |   |
| Common Stock | 02/15/2008 | S | 200 | D | \$ 20.16 | 300,233                | D |
| Common Stock | 02/15/2008 | S | 500 | D | \$ 20.17 | 299,733                | D |
| Common Stock | 02/15/2008 | S | 200 | D | \$ 20.18 | 299,533                | D |
| Common Stock | 02/15/2008 | S | 400 | D | \$ 20.19 | 299,133                | D |
| Common Stock | 02/15/2008 | S | 400 | D | \$ 20.2  | 298,733 <sup>(2)</sup> | D |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Incentive Stock Option (Right to buy)      | \$ 8.3156  | 02/15/2008                           |  | M                              | 24,544  | 02/23/1999   | 02/23/2008  | Common Stock               | 24,544                     |
| Nonqualified Stock Option (Right to buy)   | \$ 8.3156  | 02/15/2008                           |  | M                              | 32,096  | 02/23/1999   | 02/23/2008  | Common Stock               | 32,096                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dwyer Carrie E  
C/O THE CHARLES SCHWAB CORPORATION  
120 KEARNY STREET  
SAN FRANCISCO, CA 94108

EVP and General Counsel

## Signatures

Carrie E. Dwyer                      02/19/2008

    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).
- (1) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 28, 2007.
  - (2) As of the date of this report, the reporting person also had an indirect beneficial ownership interest in 5,705 shares held in a trust for her daughter, 5,705 shares held in a trust for her son, and 1,129 shares held by an ESOP.

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