

SCHWAB CHARLES CORP

Form 4

November 22, 2006

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

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

## OMB APPROVAL

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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DODDS CHRISTOPHER V

(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  
[SCHW]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/21/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 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 (A) or (D)	Price	
Common Stock	11/21/2006		M		32,100	A \$ 5.79	269,556 I by Trust
Common Stock	11/21/2006		M		1,656	A \$ 5.79	271,212 I by Trust
Common Stock	11/21/2006		M		33,750	A \$ 6.88	304,962 I by Trust
Common Stock	11/21/2006		S		100	D \$ 18.92	304,862 I by Trust
	11/21/2006		S		100	D	307,762 I by Trust

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Common Stock					\$ 18.93			
Common Stock	11/21/2006	S	200	D	\$ 18.94	307,562	I	by Trust
Common Stock	11/21/2006	S	100	D	\$ 18.95	304,462	I	by Trust
Common Stock	11/21/2006	S	100	D	\$ 18.96	304,362	I	by Trust
Common Stock	11/21/2006	S	200	D	\$ 18.97	304,162	I	by Trust
Common Stock	11/21/2006	S	200	D	\$ 18.98	303,962	I	by Trust
Common Stock	11/21/2006	S	200	D	\$ 19.05	303,762	I	by Trust
Common Stock	11/21/2006	S	100	D	\$ 19.09	303,662	I	by Trust
Common Stock	11/21/2006	S	100	D	\$ 19.1	303,562	I	by Trust
Common Stock	11/21/2006	S	100	D	\$ 19.11	303,462	I	by Trust
Common Stock	11/21/2006	S	200	D	\$ 19.12	303,262	I	by Trust
Common Stock	11/21/2006	S	100	D	\$ 19.13	303,162	I	by Trust
Common Stock	11/21/2006	S	400	D	\$ 19.14	302,762	I	by Trust
Common Stock	11/21/2006	S	1,300	D	\$ 19.15	301,462	I	by Trust
Common Stock	11/21/2006	S	1,875	D	\$ 19.16	299,587	I	by Trust
Common Stock	11/21/2006	S	2,200	D	\$ 19.17	297,387	I	by Trust
Common Stock	11/21/2006	S	4,500	D	\$ 19.18	292,887	I	by Trust
Common Stock	11/21/2006	S	10,556	D	\$ 19.19	282,331	I	by Trust
Common Stock	11/21/2006	S	10,300	D	\$ 19.2	272,031	I	by Trust
Common Stock	11/21/2006	S	6,776	D	\$ 19.21	265,255	I	by Trust
	11/21/2006	S	3,875	D		261,380	I	by Trust

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Common Stock						\$ 19.22			
Common Stock	11/21/2006	S	3,624	D	\$ 19.23	257,756	I	by Trust	
Common Stock	11/21/2006	S	900	D	\$ 19.24	256,856	I	by Trust	
Common Stock	11/21/2006	S	800	D	\$ 19.26	256,056	I	by Trust	
Common Stock	11/21/2006	S	100	D	\$ 19.27	255,956	I	by Trust	
Common Stock	11/21/2006	S	677	D	\$ 19.28	255,279 <sup>(1)</sup>	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 5.79	11/21/2006		M	32,100	02/26/1998 02/26/2007	Common Stock 32
Non-Qualified Stock Option (right to buy)	\$ 5.79	11/21/2006		M	1,656	02/26/1998 02/26/2007	Common Stock 1,
Non-Qualified Stock Option (right to buy)	\$ 6.88	11/21/2006		M	33,750	02/26/1998 02/26/2007	Common Stock 1,

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director      10% Owner      Officer      Other

DODDS CHRISTOPHER V  
C/O THE CHARLES SCHWAB CORPORATION  
120 KEARNY STREET  
SAN FRANCISCO, CA 94108

EVP  
and  
CFO

## Signatures

Jane E. Fry,  
Attorney-in-fact      11/22/2006

\_\_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) As of the date of this report, the reporting person also had a direct beneficial ownership interest in 244,023 shares held in trust and 117,793 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.  
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