

SCHWAB CHARLES CORP
 Form 4
 November 22, 2006

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 *
 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
 Officer (give title below) Other (specify below)
 EVP and CFO

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 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 ⁽¹⁾	I	by Trust

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
Incentive Stock Option (right to buy)	\$ 5.79	11/21/2006		M	32,100	02/26/1998	02/26/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.79	11/21/2006		M	1,656	02/26/1998	02/26/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.88	11/21/2006		M	33,750	02/26/1998	02/26/2007	Common Stock

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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