Edgar Filing: SCHWAB CHARLES CORP - Form 4/A

SCHWAB Cl Form 4/A June 07, 2006		DRP									
									OMB A	PPROVAL	
FORM	UNIII	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287		
Check thi if no long subject to Section 1	er STAT	EMENT O	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31 2005 Estimated average burden hours per			
Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed ^{Is} Section	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						response	•		
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> FISHER DONALD G			2. Issuer Name and Ticker or Trading Symbol SCHWAB CHARLES CORP [SCHW]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) HARLES SCI FION, 120 KI		3. Date of (Month/Da 05/22/20		nsaction			X Director Officer (give below)		o Owner er (specify	
Fil			Filed(Mont	4. If Amendment, Date Original Filed(Month/Day/Year) 05/24/2006				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
SAN FRAN	CISCO, CA S	94108						Person			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	any	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	l (A) c l of (D)	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)	
Common Stock	05/22/2006			А	3,712 (1)	А	\$0	15,481 <u>(2)</u>	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactic Code (Instr. 8)	5. Number on f 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-Qualified Stock Option (right to buy)	\$ 15.91	05/22/2006		А	5,000	(3)	05/22/2016	Common Stock	5,00

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Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
FISHER DONALD G						
C/O THE CHARLES SCHWAB CORPORATION	х					
120 KEARNY STREET						
SAN FRANCISCO, CA 94108						
Signatures						
Gwendolyn M. Ely,						

Attorney-in-fact 06/07/2006

**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) The shares were granted under the Company's 2004 Stock Incentive Plan and vest 25% on the first and second anniversary of the date of grant and 50% on the third anniversary of the date of grant.
- (2) The reporting person also has an indirect beneficial ownership interest in 3,537,375 shares held in trust.
- (3) The option was granted under the Company's 2004 Stock Incentive Plan and vests 25% on the first and second anniversary of the date of grant and 50% on the third anniversary of the date of grant.

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.