

SCHWAB CHARLES CORP
Form 4
May 20, 2005

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON ROBERT N

(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 [SCH]

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

05/19/2005

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)

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. 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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------|--|--|--|---|
| Common Stock | 05/19/2005 | | A | (A) or (D) Amount (1) 2,640 | \$ 0 77,681 | D | |
| Common Stock | 05/19/2005 | | A | (A) or (D) Amount (2) 2,620 | \$ 0 80,301 (3) | D | |

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

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information contained in this form are not
required to respond unless the form
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(9-02)

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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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Non-Qualified Stock Options (right to buy) | \$ 11.58 | 05/19/2005 | | A | 2,900 (4) | 05/19/2005 05/19/2015 | Common Stock | 2,900 |
| Non-Qualified Stock Options (right to buy) | \$ 11.58 | 05/19/2005 | | A | 3,050 (5) | 05/19/2005 05/19/2015 | Common Stock | 3,050 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILSON ROBERT N C/O THE CHARLES SCHWAB CORPORATION 120 KEARNY STREET SAN FRANCISCO, CA 94108 | X | | | |

Signatures

Gwendolyn M. Ely,
Attorney-in-fact 05/20/2005

__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 50% on May 19, 2005 and 50% on the first anniversary of the date of grant.
- (2) The shares were granted under the Company's 2004 Stock Incentive Plan and vest 25% on May 19, 2005, 25% on the first anniversary of the date of grant and 50% on the second anniversary of the date of grant.
- (3) The reporting person also has an indirect beneficial ownership interest in 1,300 shares held by his spouse as custodian.
- (4) The options were granted under the Company's 2004 Stock Incentive Plan and vest 50% on May 19, 2005 and 50% on the first anniversary of the date of grant.

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- (5) The options were granted under the Company's 2004 Stock Incentive Plan and vest 25% on May 19, 2005, 25% on the first anniversary of the date of grant and 50% on the second 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.

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