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SCHWAB C Form 4 October 05,	CHARLES CORP 2005	,									
	ЛЛ								PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSI Washington, D.C. 20549							COMMISSIO	N OMB Number:	3235-0287		
Check th if no lon	der.							Expires:	January 31, 2005		
subject to Section Form 4 c	S CHANGES IN BENEFICIAL OV SECURITIES				WNERSHIP OF	Estimated burden hou response	average Irs per				
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17(a) of the 1	Public U	Jtility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940				
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> WILSON ROBERT N			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			SCHW	AB CHA	RLES C	ORP [SCH	H] (Check all applicable)				
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction (Month/Day/Year)				_X_Director10% Owner				
C/O THE CHARLES SCHWAB CORPORATION, 120 KEARNY STREET			10/03/2005				Officer (giv below)	ve title ${\text{below}}$ Oth	er (specify		
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
SAN FRAN	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	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	(D) Price					
Reminder: Rep	port on a separate line	for each cl	ass of sec	urities benef	•	•	or indirectly.	ection of S	SEC 1474		
information contained in this form are not required to respond unless the form displays a currently valid OMB control number.						n are not rm	(9-02)				
	Tab					posed of, or convertible	Beneficially Owner securities)	d			

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of	8. I
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative	Expiration Date	Underlying Securities	Der

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		of	(Month/Day/Year)		(Instr. 3 and 4)		Sec (Ins
				Code V	(A) (· /	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 14.44	10/03/2005		А	1,978 (1)		10/03/2005	(2)	Common Stock	1,978	

Reporting Owners

Reporting Owner Name / Address		Kelationships						
		Director	10% Owner	Officer	Other			
WILSON ROBERT N C/O THE CHARLES SCHWAB CORP 120 KEARNY STREET SAN FRANCISCO, CA 94108	ORATION	Х						
Signatures								
Gwendolyn M. Ely, Attorney-in-fact	10/05/2005							

**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 restricted stock units were received pursuant to the Directors' Deferred Compensation Plan II (the "Plan") and are held in a rabbi trust for the benefit of the reporting person pursuant to the terms of the Plan.
- (2) The restricted stock units are held in a rabbi trust for the benefit of the reporting person and are distributed to the reporting person when he leaves the Board of Directors.

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.