

SCHWAB CHARLES CORP

Form 4

July 25, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dwyer Carrie E

(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)  
07/24/2006

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 General Counsel

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 (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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	07/24/2006		S		100	D \$ 14.65	298,395	D	
Common Stock	07/24/2006		S		100	D \$ 14.69	298,295	D	
Common Stock	07/24/2006		S		300	D \$ 14.71	297,995	D	
Common Stock	07/24/2006		S		100	D \$ 14.72	297,895	D	
	07/24/2006		S		200	D	297,695	D	

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Common Stock					\$ 14.75		
Common Stock	07/24/2006	S	600	D	\$ 14.76	297,095	D
Common Stock	07/24/2006	S	300	D	\$ 14.77	296,795	D
Common Stock	07/24/2006	S	500	D	\$ 14.78	296,295	D
Common Stock	07/24/2006	S	1,300	D	\$ 14.79	294,995	D
Common Stock	07/24/2006	S	900	D	\$ 14.8	294,095	D
Common Stock	07/24/2006	S	600	D	\$ 14.81	293,495	D
Common Stock	07/24/2006	S	400	D	\$ 14.82	293,095	D
Common Stock	07/24/2006	S	300	D	\$ 14.83	292,795	D
Common Stock	07/24/2006	S	900	D	\$ 14.84	291,895	D
Common Stock	07/24/2006	S	1,200	D	\$ 14.85	290,695	D
Common Stock	07/24/2006	S	700	D	\$ 14.86	289,995	D
Common Stock	07/24/2006	S	571	D	\$ 14.87	289,424	D
Common Stock	07/24/2006	S	700	D	\$ 14.88	288,724	D
Common Stock	07/24/2006	S	1,212	D	\$ 14.89	287,512	D
Common Stock	07/24/2006	S	700	D	\$ 14.9	286,812	D
Common Stock	07/24/2006	S	1,100	D	\$ 14.91	285,712	D
Common Stock	07/24/2006	S	600	D	\$ 14.92	285,112	D
Common Stock	07/24/2006	S	400	D	\$ 14.93	284,712	D
Common Stock	07/24/2006	S	842	D	\$ 14.94	283,870	D
	07/24/2006	S	700	D		283,170	D

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Common Stock						\$ 14.95		
Common Stock	07/24/2006	S	500	D		\$ 14.96	282,670	D
Common Stock	07/24/2006	S	800	D		\$ 14.97	281,870	D
Common Stock	07/24/2006	S	300	D		\$ 14.98	281,570	D
Common Stock	07/24/2006	S	300	D		\$ 14.99	281,270	D
Common Stock	07/24/2006	S	200	D		\$ 15	281,070 <sup>(1)</sup>	D

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

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SEC 1474  
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Dwyer Carrie E  
C/O THE CHARLES SCHWAB CORPORATION  
120 KEARNY STREET  
SAN FRANCISCO, CA 94108

EVP and General Counsel

## Signatures

Carrie E. Dwyer

07/25/2006

\_\_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 an indirect beneficial ownership interest in 3,225 shares held in a trust for her daughter, 3,225 shares held in a trust for her son, and 1,065 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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