SCHWAB CHARLES R

Form 4

December 14, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHWAB CHARLES R

2. Issuer Name and Ticker or Trading Symbol

SCHWAB CHARLES CORP [SCH]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

C/O THE CHARLES SCHWAB CORPORATION, 120 KEARNY **STREET**

(Month/Day/Year)

12/13/2005

X Director X__ 10% Owner X_ Officer (give title _ Other (specify below)

Chairman and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN FRANCISCO, CA 94108

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Di (Instr. 3,	sposed	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	12/13/2005		S(1)	4,500	D	\$ 14.85	43,073,758	I	by L.L.C.
Common Stock	12/13/2005		S	8,800	D	\$ 14.86	43,064,958	I	by L.L.C.
Common Stock	12/13/2005		S	14,900	D	\$ 14.87	43,050,058	I	by L.L.C.
Common Stock	12/13/2005		S	39,700	D	\$ 14.88	43,010,358	I	by L.L.C.
Common Stock	12/13/2005		S	21,000	D	\$ 14.89	42,989,358	I	by L.L.C.

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Common Stock	12/13/2005	S	8,300	D	\$ 14.9	42,981,058	I	by L.L.C.
Common Stock	12/13/2005	S	6,400	D	\$ 14.91	42,974,658	I	by L.L.C.
Common Stock	12/13/2005	S	6,100	D	\$ 14.92	42,968,558	I	by L.L.C.
Common Stock	12/13/2005	S	21,700	D	\$ 14.93	42,946,858	I	by L.L.C.
Common Stock	12/13/2005	S	18,100	D	\$ 14.94	42,928,758	I	by L.L.C.
Common Stock	12/13/2005	S	500	D	\$ 14.95	42,928,258	I	by L.L.C.
Common Stock	12/13/2005	S	900	D	\$ 14.97	42,927,358	I	by L.L.C.
Common Stock	12/13/2005	S	3,100	D	\$ 14.98	42,924,258	I	by L.L.C.
Common Stock	12/13/2005	S	1,200	D	\$ 14.99	42,923,058	I	by L.L.C.
Common Stock	12/13/2005	S	4,900	D	\$ 15	42,918,158	I	by L.L.C.
Common Stock	12/13/2005	S	5,500	D	\$ 15.01	42,912,658	I	by L.L.C.
Common Stock	12/13/2005	S	600	D	\$ 15.03	42,912,058	I	by L.L.C.
Common Stock	12/13/2005	S	2,800	D	\$ 15.04	42,909,258	I	by L.L.C.
Common Stock	12/13/2005	S	5,100	D	\$ 15.05	42,904,158	I	by L.L.C.
Common Stock	12/13/2005	S	600	D	\$ 15.06	42,903,558	I	by L.L.C.
Common Stock	12/13/2005	S	1,700	D	\$ 15.07	42,901,858	I	by L.L.C.
Common Stock	12/13/2005	S	5,300	D	\$ 15.08	42,896,558	I	by L.L.C.
Common Stock	12/13/2005	S	10,900	D	\$ 15.09	42,885,658	I	by L.L.C.
Common Stock	12/13/2005	S	7,900	D	\$ 15.1	42,877,758	I	by L.L.C.
Common Stock	12/13/2005	S	12,100	D	\$ 15.11	42,865,658	I	by L.L.C.
	12/13/2005	S	4,900	D		42,860,758	I	by L.L.C.

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Common Stock					\$ 15.12			
Common Stock	12/13/2005	S	2,600	D	\$ 15.13	42,858,158	I	by L.L.C.
Common Stock	12/13/2005	S	4,200	D	\$ 15.14	42,853,958 (2)	I	by L.L.C.

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

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secun Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
SCHWAB CHARLES R							
C/O THE CHARLES SCHWAB CORPORATION	X	v	Chairman				
120 KEARNY STREET	Λ	Λ	and CEO				
SAN FRANCISCO, CA 94108							

Signatures

Charles R. Schwab	12/14/2003		
**Signature of Reporting Person	Date		

Reporting Owners 3

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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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 16, 2005.
- As of the date of this report, the reporting person also had a direct beneficial ownership interest in 14,357,495 shares, and an indirect beneficial ownership interest in 162,765,086 shares held in trust, 7,977,765 shares held by his spouse and 1,710,651 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. 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.