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SCHWAB C	HARLES R											
Form 4/A												
December 06	5, 2006											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check th									Expires:	January 31,		
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI							NERSHIP OF	Estimated average				
Section 16. SECURITIES							burden hours per					
	Form 4 or								response 0.5			
Form 5 obligation	n.c	•					-	e Act of 1934,				
may cont	Section			•	•	· ·		1935 or Section	n			
See Instru		30(h)	of the In	vestment	Compar	iy Ac	t of 194	-0				
1(b).												
(Print or Type I	Responses)											
1 Name and A	ddress of Reporti	ing Person *	2 1	. N	1 T: -1	Teredia		5 Relationship of	Reporting Pers	son(s) to		
				er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
Symbol					WAB CHARLES CORP							
[SCHW]								(Check all applicable)				
(Last) (First) (Middle) 3. Date of				Earliest Transaction				_X_ Director _X_ 10% Owner				
(Month/D				Day/Year)				XOfficer (give titleOther (specify below) below)				
C/O THE CHARLES SCHWAB 02/02/2				2006				Chairman and CEO				
	TION, 120 KE	EARNY										
STREET												
Filed(Mon 02/03/20				ndment, Date Original				6. Individual or Joint/Group Filing(Check				
				onth/Day/Year)				Applicable Line)				
				- 006				_X_ Form filed by One Reporting Person Form filed by More than One Reporting				
SAN FRAN	CISCO, CA 9	4108						Person		Porting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of	2. Transaction I	Date 2A. Dee	med	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Ye		on Date, if		on(A) or D			Securities	Form: Direct			
(Instr. 3)		any (Month/	Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8)					(D) or Indirect (I)	Beneficial Ownership		
		(WOIIII)	Day/Teal)	(1150. 0)				Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported	. ,	. ,		
						or		Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common	02/02/2006			S (1)	4,700	D	\$	13,863,795	D			
Stock				~_	.,, 00	-	14.62	(2)				

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable ar Expiration Date (Month/Day/Year)		Amou Under Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

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

Signatures

Jane E. Fry, 12/06/2006 Attorney-in-fact

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- On February 3, 2006, the reporting person filed a Form 4 that mistakenly included a transaction code of "D" instead of "S" to report the (1) sale of 4,700 shares of company stock at \$14.62. All of the transactions reported on this Form 4 were open market sales.
- As of the date of this report, the reporting person also had an indirect beneficial ownership interest in 162,756,290 shares held in trust, (2) 42,853,958 shares held by an LLC, 7,977,765 shares held by his spouse and 1,713,639 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.