

SCHWAB CHARLES R

Form 4

April 25, 2008

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 *
SCHWAB CHARLES R

(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)
04/23/2008

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)
Chairman and CEO

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. 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	04/23/2008		S		7,800	D	\$ 21.81	135,364,244	I by Trust
Common Stock	04/23/2008		S		100	D	\$ 21.815	135,364,144	I by Trust
Common Stock	04/23/2008		S		1,500	D	\$ 21.82	135,362,644	I by Trust
Common Stock	04/23/2008		S		1,403	D	\$ 21.83	135,361,241	I by Trust
	04/23/2008		S		2,712	D	\$ 21.84	135,358,529	I by Trust

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Common Stock								
Common Stock	04/23/2008	S	200	D	\$ 21.845	135,358,329	I	by Trust
Common Stock	04/23/2008	S	2,600	D	\$ 21.85	135,355,729	I	by Trust
Common Stock	04/23/2008	S	200	D	\$ 21.855	135,355,529	I	by Trust
Common Stock	04/23/2008	S	2,300	D	\$ 21.86	135,353,229	I	by Trust
Common Stock	04/23/2008	S	2,300	D	\$ 21.87	135,350,929	I	by Trust
Common Stock	04/23/2008	S	1,700	D	\$ 21.875	135,349,229	I	by Trust
Common Stock	04/23/2008	S	400	D	\$ 21.88	135,348,829	I	by Trust
Common Stock	04/23/2008	S	2,292	D	\$ 21.89	135,346,537	I	by Trust
Common Stock	04/23/2008	S	1,500	D	\$ 21.9	135,345,037	I	by Trust
Common Stock	04/23/2008	S	5,050	D	\$ 21.91	135,339,987	I	by Trust
Common Stock	04/23/2008	S	1,100	D	\$ 21.92	135,338,887	I	by Trust
Common Stock	04/23/2008	S	1,600	D	\$ 21.93	135,337,287	I	by Trust
Common Stock	04/23/2008	S	400	D	\$ 21.125	135,336,887	I	by Trust
Common Stock	04/24/2008	M	2,429,035	A	\$ 7.349	137,765,922	I	by Trust
Common Stock	04/24/2008	S	100	D	\$ 21.435	137,765,822	I	by Trust
Common Stock	04/24/2008	S	100	D	\$ 21.445	137,765,722	I	by Trust
Common Stock	04/24/2008	S	500	D	\$ 21.455	137,765,222	I	by Trust
Common Stock	04/24/2008	S	500	D	\$ 21.46	137,764,722	I	by Trust
Common Stock	04/24/2008	S	100	D	\$ 21.475	137,764,622	I	by Trust
	04/24/2008	S	1,900	D		137,762,722	I	by Trust

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Common Stock					\$ 21.485				
Common Stock	04/24/2008	S	3,500	D	\$ 21.49	137,759,222	I		by Trust
Common Stock	04/24/2008	S	300	D	\$ 21.495	137,758,922	I		by Trust
Common Stock	04/24/2008	S	26,200	D	\$ 21.5	137,732,722	I		by Trust
Common Stock	04/24/2008	S	500	D	\$ 21.505	137,732,222	I		by Trust
Common Stock	04/24/2008	S	2,799	D	\$ 21.51	137,729,423 ⁽¹⁾	I		by Trust

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

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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 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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Nonqualified Stock Option (right to buy)	\$ 7.349	04/24/2008		M		2,429,035		05/11/1999	05/11/2008	Common Stock	2,429,035

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	X	X	Chairman and CEO	

Signatures

Jane E. Fry,
Attorney-in-fact

04/25/2008

__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).

As of the date of this report, the reporting person also had direct beneficial ownership interest in 5,300,511 shares and an indirect
(1) beneficial ownership interest in 39,350,941 shares held by an LLC, 7,085,465 shares held by his spouse, 2,355,329 shares held by a limited partnership, and 1,827,311 shares held in 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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