

SCHWAB CHARLES CORP
Form SC 13D/A
March 09, 2006

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

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)
(Amendment No. 11)*

The Charles Schwab Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

808513-10-5

(CUSIP Number)

Lawrence B. Rabkin, Esq.

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Three Embarcadero Center

San Francisco, California 94111

(415) 434-1600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 28, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(c), 13d-1(f) or 13d-1(g), check the following box " ".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Name of Reporting Person IRS Identification No. of Above Person

Charles R. Schwab

2 Check the Appropriate Box if a member of a Group

(a) ..

(b) ..

3 SEC USE ONLY

4 Source of Funds

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ..

6 Citizenship or Place of Organization

United States of America

7 Sole Voting Power

NUMBER OF

SHARES **18,207,495**

8 Shared Voting Power

BENEFICIALLY

OWNED BY

EACH **223,537,965**

9 Sole Dispositive Power

REPORTING

PERSON **18,207,495**

10 Shared Dispositive Power

WITH

223,537,965

11 Aggregate Amount Beneficially Owned by Each Reporting Person

241,745,460

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares

13 Percent of Class Represented by Amount in Row 11

18.7%

14 Type of Reporting Person

IN

Item 1. Security and Issuer.

This Amendment No. 11 to Schedule 13D (this Amendment) relates to the common stock, par value \$0.01 per share (Common Stock), of The Charles Schwab Corporation (the Issuer).

The address of the principal executive office the Issuer is:

The Charles Schwab Corporation
120 Kearny Street
San Francisco, California 94108

Item 2. Identity and Background.

- (a) Mr. Charles R. Schwab
- (b) The Charles Schwab Corporation
120 Kearny Street
San Francisco, California 94108
- (c) Chairman, Chief Executive Officer and Director
The Charles Schwab Corporation
120 Kearny Street
San Francisco, California 94108
- (d) Inapplicable
- (e) Inapplicable
- (f) United States of America

Item 3. Source and Amount of Funds or Other Consideration.

Inapplicable

Item 4. Purpose of Transaction.

The shares of Common Stock are held for personal investment, except as noted in Item 5 below.

Item 5. Interest in Securities of the Issuer.

- (a) 241,745,460 shares of Common Stock (including 5,850,000 shares which may be acquired within sixty days upon exercise of options) representing 18.7% of the Common Stock outstanding.
- (b) The 241,745,460 shares of Common Stock referred to in Item 5(a) above consist of: (i) 18,207,495 shares of Common Stock as to which Mr. Schwab has sole voting and dispositive power; and (ii) 223,537,965 shares of Common Stock as to which Mr. Schwab has shared voting power and shared dispositive power (including 146,882,048 shares held by Mr. and Mrs. Schwab as trustees of the Charles & Helen Trust; 11,190,811 shares held by Mr. and Mrs. Schwab as trustees of the Charles & Helen Schwab Living Trust; 42,853,958 shares held by HOS Family Partners, LLC, a limited liability company organized and existing under the

laws of the State of Delaware as to which Mr. and Mrs. Schwab are two of three members with shared voting and dispositive power; 7,977,765 shares held by Mrs. Schwab; 1,716,198 shares held by the trustee of the Charles Schwab Profit Sharing and Employee Stock Ownership Plan and allocated to Mr. Schwab's individual ESOP account; 12,911,185 shares held by the Charles & Helen Schwab Foundation, a nonprofit public benefit corporation as to which Mr. and Mrs. Schwab, as two of four directors, have shared voting and dispositive power but disclaim beneficial ownership; and 6,000 shares held in the Kevin P. O'Neill Children's Trust for which Mr. Schwab acts as trustee).

(c) The following transactions in Common Stock were effected by Mr. Schwab in the sixty days prior to the filing of this Amendment:

| Date of Transaction | Amount of Securities Involved | Nature of Transaction | Price Per Share | Where and How Effected |
|----------------------------|--------------------------------------|------------------------------|------------------------|-------------------------------|
| February 2, 2006 | 25,300 | Sale | \$ 14.33 | Open Market |
| February 2, 2006 | 12,900 | Sale | \$ 14.34 | Open Market |
| February 2, 2006 | 16,724 | Sale | \$ 14.35 | Open Market |
| February 2, 2006 | 9,176 | Sale | \$ 14.36 | Open Market |
| February 2, 2006 | 14,100 | Sale | \$ 14.37 | Open Market |
| February 2, 2006 | 13,300 | Sale | \$ 14.38 | Open Market |
| February 2, 2006 | 53,227 | Sale | \$ 14.39 | Open Market |
| February 2, 2006 | 32,895 | Sale | \$ 14.40 | Open Market |
| February 2, 2006 | 13,250 | Sale | \$ 14.41 | Open Market |
| February 2, 2006 | 13,261 | Sale | \$ 14.42 | Open Market |
| February 2, 2006 | 7,571 | Sale | \$ 14.43 | Open Market |
| February 2, 2006 | 35,600 | Sale | \$ 14.44 | Open Market |
| February 2, 2006 | 31,800 | Sale | \$ 14.45 | Open Market |
| February 2, 2006 | 19,250 | Sale | \$ 14.46 | Open Market |
| February 2, 2006 | 4,164 | Sale | \$ 14.47 | Open Market |
| February 2, 2006 | 24,991 | Sale | \$ 14.48 | Open Market |
| February 2, 2006 | 28,300 | Sale | \$ 14.49 | Open Market |
| February 2, 2006 | 16,100 | Sale | \$ 14.50 | Open Market |
| February 2, 2006 | 1,900 | Sale | \$ 14.51 | Open Market |
| February 2, 2006 | 28,100 | Sale | \$ 14.52 | Open Market |
| February 2, 2006 | 5,028 | Sale | \$ 14.53 | Open Market |
| February 2, 2006 | 7,400 | Sale | \$ 14.54 | Open Market |
| February 2, 2006 | 17,800 | Sale | \$ 14.55 | Open Market |
| February 2, 2006 | 3,600 | Sale | \$ 14.56 | Open Market |
| February 2, 2006 | 9,200 | Sale | \$ 14.57 | Open Market |
| February 2, 2006 | 3,716 | Sale | \$ 14.58 | Open Market |
| February 2, 2006 | 17,447 | Sale | \$ 14.59 | Open Market |
| February 2, 2006 | 5,200 | Sale | \$ 14.60 | Open Market |
| February 2, 2006 | 17,700 | Sale | \$ 14.61 | Open Market |
| February 2, 2006 | 4,700 | Sale | \$ 14.62 | Open Market |
| February 2, 2006 | 6,300 | Sale | \$ 14.64 | Open Market |
| February 3, 2006 | 13,418 | Sale | \$ 14.27 | Open Market |
| February 3, 2006 | 2,500 | Sale | \$ 14.28 | Open Market |
| February 3, 2006 | 11,273 | Sale | \$ 14.29 | Open Market |
| February 3, 2006 | 9,940 | Sale | \$ 14.30 | Open Market |

| Date of Transaction | Amount of Securities Involved | Nature of Transaction | Price Per Share | Where and How Effectuated |
|----------------------------|--------------------------------------|------------------------------|------------------------|----------------------------------|
| February 3, 2006 | 23,916 | Sale | \$ 14.31 | Open Market |
| February 3, 2006 | 32,800 | Sale | \$ 14.32 | Open Market |
| February 3, 2006 | 44,691 | Sale | \$ 14.33 | Open Market |
| February 3, 2006 | 42,402 | Sale | \$ 14.34 | Open Market |
| February 3, 2006 | 21,050 | Sale | \$ 14.35 | Open Market |
| February 3, 2006 | 6,073 | Sale | \$ 14.36 | Open Market |
| February 3, 2006 | 13,627 | Sale | \$ 14.37 | Open Market |
| February 3, 2006 | 5,373 | Sale | \$ 14.38 | Open Market |
| February 3, 2006 | 9,100 | Sale | \$ 14.39 | Open Market |
| February 3, 2006 | 17,066 | Sale | \$ 14.40 | Open Market |
| February 3, 2006 | 11,803 | Sale | \$ 14.41 | Open Market |
| February 3, 2006 | 17,327 | Sale | \$ 14.42 | Open Market |
| February 3, 2006 | 4,300 | Sale | \$ 14.43 | Open Market |
| February 3, 2006 | 400 | Sale | \$ 14.44 | Open Market |
| February 3, 2006 | 3,900 | Sale | \$ 14.46 | Open Market |
| February 3, 2006 | 3,535 | Sale | \$ 14.47 | Open Market |
| February 3, 2006 | 4,814 | Sale | \$ 14.49 | Open Market |
| February 3, 2006 | 10,700 | Sale | \$ 14.53 | Open Market |
| February 3, 2006 | 15,587 | Sale | \$ 14.54 | Open Market |
| February 3, 2006 | 21,470 | Sale | \$ 14.55 | Open Market |
| February 3, 2006 | 21,149 | Sale | \$ 14.56 | Open Market |
| February 3, 2006 | 1,000 | Sale | \$ 14.57 | Open Market |
| February 3, 2006 | 4,600 | Sale | \$ 14.58 | Open Market |
| February 3, 2006 | 13,950 | Sale | \$ 14.59 | Open Market |
| February 3, 2006 | 33,431 | Sale | \$ 14.60 | Open Market |
| February 3, 2006 | 25,209 | Sale | \$ 14.61 | Open Market |
| February 3, 2006 | 6,843 | Sale | \$ 14.62 | Open Market |
| February 3, 2006 | 32,113 | Sale | \$ 14.63 | Open Market |
| February 3, 2006 | 8,800 | Sale | \$ 14.64 | Open Market |
| February 3, 2006 | 5,740 | Sale | \$ 14.65 | Open Market |
| February 3, 2006 | 100 | Sale | \$ 14.66 | Open Market |
| February 6, 2006 | 1,800 | Sale | \$ 14.44 | Open Market |
| February 6, 2006 | 9,600 | Sale | \$ 14.45 | Open Market |
| February 6, 2006 | 7,900 | Sale | \$ 14.46 | Open Market |
| February 6, 2006 | 4,405 | Sale | \$ 14.47 | Open Market |
| February 6, 2006 | 26,449 | Sale | \$ 14.48 | Open Market |
| February 6, 2006 | 13,000 | Sale | \$ 14.49 | Open Market |
| February 6, 2006 | 16,200 | Sale | \$ 14.50 | Open Market |
| February 6, 2006 | 22,300 | Sale | \$ 14.51 | Open Market |
| February 6, 2006 | 28,004 | Sale | \$ 14.52 | Open Market |
| February 6, 2006 | 14,697 | Sale | \$ 14.53 | Open Market |
| February 6, 2006 | 29,990 | Sale | \$ 14.54 | Open Market |
| February 6, 2006 | 20,100 | Sale | \$ 14.55 | Open Market |
| February 6, 2006 | 31,579 | Sale | \$ 14.56 | Open Market |
| February 6, 2006 | 21,677 | Sale | \$ 14.57 | Open Market |
| February 6, 2006 | 33,090 | Sale | \$ 14.58 | Open Market |
| February 6, 2006 | 63,650 | Sale | \$ 14.59 | Open Market |

| Date of Transaction | Amount of Securities Involved | Nature of Transaction | Price Per Share | Where and How Effectuated |
|----------------------------|--------------------------------------|------------------------------|------------------------|----------------------------------|
| February 6, 2006 | 24,328 | Sale | \$ 14.60 | Open Market |
| February 6, 2006 | 34,011 | Sale | \$ 14.61 | Open Market |
| February 6, 2006 | 16,598 | Sale | \$ 14.62 | Open Market |
| February 6, 2006 | 26,400 | Sale | \$ 14.63 | Open Market |
| February 6, 2006 | 20,400 | Sale | \$ 14.64 | Open Market |
| February 6, 2006 | 14,835 | Sale | \$ 14.65 | Open Market |
| February 6, 2006 | 5,300 | Sale | \$ 14.66 | Open Market |
| February 6, 2006 | 8,700 | Sale | \$ 14.67 | Open Market |
| February 6, 2006 | 4,987 | Sale | \$ 14.68 | Open Market |
| February 7, 2006 | 3,700 | Sale | \$ 14.44 | Open Market |
| February 7, 2006 | 10,200 | Sale | \$ 14.45 | Open Market |
| February 7, 2006 | 15,200 | Sale | \$ 14.46 | Open Market |
| February 7, 2006 | 6,300 | Sale | \$ 14.47 | Open Market |
| February 7, 2006 | 3,269 | Sale | \$ 14.48 | Open Market |
| February 7, 2006 | 10,700 | Sale | \$ 14.49 | Open Market |
| February 7, 2006 | 90,444 | Sale | \$ 14.50 | Open Market |
| February 7, 2006 | 38,956 | Sale | \$ 14.51 | Open Market |
| February 7, 2006 | 11,631 | Sale | \$ 14.52 | Open Market |
| February 7, 2006 | 9,500 | Sale | \$ 14.53 | Open Market |
| February 7, 2006 | 5,800 | Sale | \$ 14.54 | Open Market |
| February 7, 2006 | 14,780 | Sale | \$ 14.55 | Open Market |
| February 7, 2006 | 19,800 | Sale | \$ 14.56 | Open Market |
| February 7, 2006 | 10,307 | Sale | \$ 14.57 | Open Market |
| February 7, 2006 | 4,700 | Sale | \$ 14.58 | Open Market |
| February 7, 2006 | 7,851 | Sale | \$ 14.59 | Open Market |
| February 7, 2006 | 16,600 | Sale | \$ 14.60 | Open Market |
| February 7, 2006 | 15,900 | Sale | \$ 14.61 | Open Market |
| February 7, 2006 | 5,900 | Sale | \$ 14.63 | Open Market |
| February 7, 2006 | 11,300 | Sale | \$ 14.64 | Open Market |
| February 7, 2006 | 33,768 | Sale | \$ 14.65 | Open Market |
| February 7, 2006 | 32,935 | Sale | \$ 14.66 | Open Market |
| February 7, 2006 | 45,481 | Sale | \$ 14.67 | Open Market |
| February 7, 2006 | 60,520 | Sale | \$ 14.68 | Open Market |
| February 7, 2006 | 11,158 | Sale | \$ 14.69 | Open Market |
| February 7, 2006 | 3,200 | Sale | \$ 14.70 | Open Market |
| February 7, 2006 | 100 | Sale | \$ 14.71 | Open Market |
| February 8, 2006 | 30,000 | Sale | \$ 14.46 | Open Market |
| February 8, 2006 | 176,559 | Sale | \$ 14.47 | Open Market |
| February 8, 2006 | 39,624 | Sale | \$ 14.48 | Open Market |
| February 8, 2006 | 15,942 | Sale | \$ 14.49 | Open Market |
| February 8, 2006 | 34,693 | Sale | \$ 14.50 | Open Market |
| February 8, 2006 | 1,546 | Sale | \$ 14.51 | Open Market |
| February 8, 2006 | 22,000 | Sale | \$ 14.52 | Open Market |
| February 8, 2006 | 20,700 | Sale | \$ 14.53 | Open Market |
| February 8, 2006 | 15,800 | Sale | \$ 14.54 | Open Market |
| February 8, 2006 | 7,500 | Sale | \$ 14.55 | Open Market |
| February 8, 2006 | 12,165 | Sale | \$ 14.56 | Open Market |

| Date of Transaction | Amount of Securities Involved | Nature of Transaction | Price Per Share | Where and How Effectuated |
|----------------------------|--------------------------------------|------------------------------|------------------------|----------------------------------|
| February 8, 2006 | 4,400 | Sale | \$ 14.57 | Open Market |
| February 8, 2006 | 15,500 | Sale | \$ 14.58 | Open Market |
| February 8, 2006 | 21,897 | Sale | \$ 14.59 | Open Market |
| February 8, 2006 | 4,600 | Sale | \$ 14.60 | Open Market |
| February 8, 2006 | 1,434 | Sale | \$ 14.61 | Open Market |
| February 8, 2006 | 700 | Sale | \$ 14.62 | Open Market |
| February 8, 2006 | 10,500 | Sale | \$ 14.63 | Open Market |
| February 8, 2006 | 11,718 | Sale | \$ 14.64 | Open Market |
| February 8, 2006 | 14,200 | Sale | \$ 14.65 | Open Market |
| February 8, 2006 | 9,000 | Sale | \$ 14.66 | Open Market |
| February 8, 2006 | 1,300 | Sale | \$ 14.67 | Open Market |
| February 8, 2006 | 1,100 | Sale | \$ 14.68 | Open Market |
| February 8, 2006 | 1,900 | Sale | \$ 14.69 | Open Market |
| February 8, 2006 | 3,679 | Sale | \$ 14.70 | Open Market |
| February 8, 2006 | 1,143 | Sale | \$ 14.71 | Open Market |
| February 8, 2006 | 17,113 | Sale | \$ 14.72 | Open Market |
| February 8, 2006 | 2,987 | Sale | \$ 14.73 | Open Market |
| February 8, 2006 | 100 | Sale | \$ 14.74 | Open Market |
| February 8, 2006 | 100 | Sale | \$ 14.76 | Open Market |
| February 8, 2006 | 100 | Sale | \$ 14.77 | Open Market |
| February 9, 2006 | 3,300 | Sale | \$ 14.59 | Open Market |
| February 9, 2006 | 6,200 | Sale | \$ 14.60 | Open Market |
| February 9, 2006 | 6,707 | Sale | \$ 14.61 | Open Market |
| February 9, 2006 | 4,300 | Sale | \$ 14.62 | Open Market |
| February 9, 2006 | 14,600 | Sale | \$ 14.63 | Open Market |
| February 9, 2006 | 4,904 | Sale | \$ 14.64 | Open Market |
| February 9, 2006 | 6,400 | Sale | \$ 14.65 | Open Market |
| February 9, 2006 | 42,650 | Sale | \$ 14.66 | Open Market |
| February 9, 2006 | 24,489 | Sale | \$ 14.67 | Open Market |
| February 9, 2006 | 23,808 | Sale | \$ 14.68 | Open Market |
| February 9, 2006 | 60,920 | Sale | \$ 14.69 | Open Market |
| February 9, 2006 | 35,889 | Sale | \$ 14.70 | Open Market |
| February 9, 2006 | 90,595 | Sale | \$ 14.71 | Open Market |
| February 9, 2006 | 19,284 | Sale | \$ 14.72 | Open Market |
| February 9, 2006 | 59,997 | Sale | \$ 14.73 | Open Market |
| February 9, 2006 | 21,804 | Sale | \$ 14.74 | Open Market |
| February 9, 2006 | 8,619 | Sale | \$ 14.75 | Open Market |
| February 9, 2006 | 10,233 | Sale | \$ 14.76 | Open Market |
| February 9, 2006 | 10,672 | Sale | \$ 14.77 | Open Market |
| February 9, 2006 | 15,252 | Sale | \$ 14.78 | Open Market |
| February 9, 2006 | 1,700 | Sale | \$ 14.79 | Open Market |
| February 9, 2006 | 3,875 | Sale | \$ 14.80 | Open Market |
| February 9, 2006 | 2,500 | Sale | \$ 14.81 | Open Market |
| February 9, 2006 | 400 | Sale | \$ 14.82 | Open Market |
| February 9, 2006 | 6,100 | Sale | \$ 14.83 | Open Market |
| February 9, 2006 | 10,402 | Sale | \$ 14.84 | Open Market |
| February 9, 2006 | 2,700 | Sale | \$ 14.85 | Open Market |

| Date of Transaction | Amount of Securities Involved | Nature of Transaction | Price Per Share | Where and How Effected |
|----------------------------|--------------------------------------|------------------------------|------------------------|-------------------------------|
| February 9, 2006 | 600 | Sale | \$ 14.86 | Open Market |
| February 9, 2006 | 400 | Sale | \$ 14.87 | Open Market |
| February 9, 2006 | 200 | Sale | \$ 14.88 | Open Market |
| February 9, 2006 | 400 | Sale | \$ 14.89 | Open Market |
| February 9, 2006 | 100 | Sale | \$ 14.90 | Open Market |
| February 10, 2006 | 2,000 | Sale | \$ 14.31 | Open Market |
| February 10, 2006 | 2,100 | Sale | \$ 14.33 | Open Market |
| February 10, 2006 | 800 | Sale | \$ 14.34 | Open Market |
| February 10, 2006 | 5,125 | Sale | \$ 14.35 | Open Market |
| February 10, 2006 | 700 | Sale | \$ 14.36 | Open Market |
| February 10, 2006 | 700 | Sale | \$ 14.37 | Open Market |
| February 10, 2006 | 3,200 | Sale | \$ 14.38 | Open Market |
| February 10, 2006 | 1,900 | Sale | \$ 14.39 | Open Market |
| February 10, 2006 | 13,600 | Sale | \$ 14.40 | Open Market |
| February 10, 2006 | 6,900 | Sale | \$ 14.41 | Open Market |
| February 10, 2006 | 6,100 | Sale | \$ 14.42 | Open Market |
| February 10, 2006 | 12,300 | Sale | \$ 14.43 | Open Market |
| February 10, 2006 | 19,950 | Sale | \$ 14.44 | Open Market |
| February 10, 2006 | 4,800 | Sale | \$ 14.45 | Open Market |
| February 10, 2006 | 24,400 | Sale | \$ 14.46 | Open Market |
| February 10, 2006 | 79,313 | Sale | \$ 14.47 | Open Market |
| February 10, 2006 | 42,718 | Sale | \$ 14.48 | Open Market |
| February 10, 2006 | 66,939 | Sale | \$ 14.49 | Open Market |
| February 10, 2006 | 26,240 | Sale | \$ 14.50 | Open Market |
| February 10, 2006 | 30,425 | Sale | \$ 14.51 | Open Market |
| February 10, 2006 | 16,952 | Sale | \$ 14.52 | Open Market |
| February 10, 2006 | 10,097 | Sale | \$ 14.53 | Open Market |
| February 10, 2006 | 17,982 | Sale | \$ 14.54 | Open Market |
| February 10, 2006 | 13,964 | Sale | \$ 14.55 | Open Market |
| February 10, 2006 | 9,244 | Sale | \$ 14.56 | Open Market |
| February 10, 2006 | 11,532 | Sale | \$ 14.57 | Open Market |
| February 10, 2006 | 15,504 | Sale | \$ 14.58 | Open Market |
| February 10, 2006 | 3,700 | Sale | \$ 14.59 | Open Market |
| February 10, 2006 | 2,346 | Sale | \$ 14.60 | Open Market |
| February 10, 2006 | 100 | Sale | \$ 14.61 | Open Market |
| February 10, 2006 | 2,800 | Sale | \$ 14.63 | Open Market |
| February 10, 2006 | 4,500 | Sale | \$ 14.64 | Open Market |
| February 10, 2006 | 13,454 | Sale | \$ 14.65 | Open Market |
| February 10, 2006 | 11,900 | Sale | \$ 14.66 | Open Market |
| February 10, 2006 | 6,600 | Sale | \$ 14.67 | Open Market |
| February 10, 2006 | 1,400 | Sale | \$ 14.68 | Open Market |
| February 10, 2006 | 2,515 | Sale | \$ 14.69 | Open Market |
| February 10, 2006 | 4,200 | Sale | \$ 14.70 | Open Market |
| February 10, 2006 | 800 | Sale | \$ 14.73 | Open Market |
| February 10, 2006 | 200 | Sale | \$ 14.74 | Open Market |
| February 13, 2006 | 5,000 | Sale | \$ 14.36 | Open Market |
| February 13, 2006 | 15,100 | Sale | \$ 14.37 | Open Market |

| Date of Transaction | Amount of Securities Involved | Nature of Transaction | Price Per Share | Where and How Effectuated |
|----------------------------|--------------------------------------|------------------------------|------------------------|----------------------------------|
| February 13, 2006 | 49,604 | Sale | \$ 14.38 | Open Market |
| February 13, 2006 | 27,077 | Sale | \$ 14.39 | Open Market |
| February 13, 2006 | 39,308 | Sale | \$ 14.40 | Open Market |
| February 13, 2006 | 12,028 | Sale | \$ 14.41 | Open Market |
| February 13, 2006 | 14,036 | Sale | \$ 14.42 | Open Market |
| February 13, 2006 | 27,900 | Sale | \$ 14.43 | Open Market |
| February 13, 2006 | 28,200 | Sale | \$ 14.44 | Open Market |
| February 13, 2006 | 20,900 | Sale | \$ 14.45 | Open Market |
| February 13, 2006 | 65,041 | Sale | \$ 14.46 | Open Market |
| February 13, 2006 | 90,007 | Sale | \$ 14.47 | Open Market |
| February 13, 2006 | 76,647 | Sale | \$ 14.48 | Open Market |
| February 13, 2006 | 6,500 | Sale | \$ 14.49 | Open Market |
| February 13, 2006 | 17,600 | Sale | \$ 14.50 | Open Market |
| February 13, 2006 | 3,650 | Sale | \$ 14.51 | Open Market |
| February 13, 2006 | 1,402 | Sale | \$ 14.52 | Open Market |
| February 14, 2006 | 6,000 | Sale | \$ 14.54 | Open Market |
| February 14, 2006 | 4,900 | Sale | \$ 14.55 | Open Market |
| February 14, 2006 | 100 | Sale | \$ 14.56 | Open Market |
| February 14, 2006 | 500 | Sale | \$ 14.57 | Open Market |
| February 14, 2006 | 9,900 | Sale | \$ 14.58 | Open Market |
| February 14, 2006 | 5,300 | Sale | \$ 14.59 | Open Market |
| February 14, 2006 | 4,900 | Sale | \$ 14.60 | Open Market |
| February 14, 2006 | 6,800 | Sale | \$ 14.61 | Open Market |
| February 14, 2006 | 800 | Sale | \$ 14.62 | Open Market |
| February 14, 2006 | 2,000 | Sale | \$ 14.63 | Open Market |
| February 14, 2006 | 600 | Sale | \$ 14.64 | Open Market |
| February 14, 2006 | 800 | Sale | \$ 14.65 | Open Market |
| February 14, 2006 | 300 | Sale | \$ 14.66 | Open Market |
| February 14, 2006 | 600 | Sale | \$ 14.67 | Open Market |
| February 14, 2006 | 900 | Sale | \$ 14.69 | Open Market |
| February 14, 2006 | 100 | Sale | \$ 14.70 | Open Market |
| February 14, 2006 | 950 | Sale | \$ 14.71 | Open Market |
| February 14, 2006 | 2,751 | Sale | \$ 14.72 | Open Market |
| February 14, 2006 | 1,200 | Sale | \$ 14.73 | Open Market |
| February 14, 2006 | 3,375 | Sale | \$ 14.74 | Open Market |
| February 14, 2006 | 7,200 | Sale | \$ 14.75 | Open Market |
| February 14, 2006 | 22,800 | Sale | \$ 14.76 | Open Market |
| February 14, 2006 | 32,452 | Sale | \$ 14.77 | Open Market |
| February 14, 2006 | 4,210 | Sale | \$ 14.78 | Open Market |
| February 14, 2006 | 5,365 | Sale | \$ 14.79 | Open Market |
| February 14, 2006 | 4,700 | Sale | \$ 14.80 | Open Market |
| February 14, 2006 | 7,500 | Sale | \$ 14.81 | Open Market |
| February 14, 2006 | 1,300 | Sale | \$ 14.82 | Open Market |
| February 14, 2006 | 16,200 | Sale | \$ 14.83 | Open Market |
| February 14, 2006 | 19,429 | Sale | \$ 14.84 | Open Market |
| February 14, 2006 | 5,428 | Sale | \$ 14.85 | Open Market |
| February 14, 2006 | 19,308 | Sale | \$ 14.86 | Open Market |

| Date of Transaction | Amount of Securities Involved | Nature of Transaction | Price Per Share | Where and How Effectuated |
|----------------------------|--------------------------------------|------------------------------|------------------------|----------------------------------|
| February 14, 2006 | 7,300 | Sale | \$ 14.87 | Open Market |
| February 14, 2006 | 5,900 | Sale | \$ 14.88 | Open Market |
| February 14, 2006 | 38,700 | Sale | \$ 14.89 | Open Market |
| February 14, 2006 | 6,200 | Sale | \$ 14.90 | Open Market |
| February 14, 2006 | 18,700 | Sale | \$ 14.91 | Open Market |
| February 14, 2006 | 5,701 | Sale | \$ 14.92 | Open Market |
| February 14, 2006 | 20,800 | Sale | \$ 14.93 | Open Market |
| February 14, 2006 | 11,311 | Sale | \$ 14.94 | Open Market |
| February 14, 2006 | 1,943 | Sale | \$ 14.95 | Open Market |
| February 14, 2006 | 8,700 | Sale | \$ 14.96 | Open Market |
| February 14, 2006 | 8,500 | Sale | \$ 14.97 | Open Market |
| February 14, 2006 | 8,675 | Sale | \$ 14.98 | Open Market |
| February 14, 2006 | 66,546 | Sale | \$ 14.99 | Open Market |
| February 14, 2006 | 10,800 | Sale | \$ 15.00 | Open Market |
| February 14, 2006 | 5,300 | Sale | \$ 15.01 | Open Market |
| February 14, 2006 | 7,314 | Sale | \$ 15.02 | Open Market |
| February 14, 2006 | 400 | Sale | \$ 15.03 | Open Market |
| February 14, 2006 | 3,100 | Sale | \$ 15.04 | Open Market |
| February 14, 2006 | 1,000 | Sale | \$ 15.06 | Open Market |
| February 14, 2006 | 4,900 | Sale | \$ 15.07 | Open Market |
| February 14, 2006 | 1,700 | Sale | \$ 15.08 | Open Market |
| February 14, 2006 | 11,600 | Sale | \$ 15.09 | Open Market |
| February 14, 2006 | 100 | Sale | \$ 15.10 | Open Market |
| February 14, 2006 | 1,300 | Sale | \$ 15.11 | Open Market |
| February 14, 2006 | 200 | Sale | \$ 15.12 | Open Market |
| February 14, 2006 | 7,700 | Sale | \$ 15.15 | Open Market |
| February 14, 2006 | 700 | Sale | \$ 15.16 | Open Market |
| February 14, 2006 | 700 | Sale | \$ 15.17 | Open Market |
| February 14, 2006 | 1,300 | Sale | \$ 15.18 | Open Market |
| February 14, 2006 | 9,000 | Sale | \$ 15.19 | Open Market |
| February 14, 2006 | 5,600 | Sale | \$ 15.20 | Open Market |
| February 14, 2006 | 3,600 | Sale | \$ 15.21 | Open Market |
| February 14, 2006 | 3,500 | Sale | \$ 15.22 | Open Market |
| February 14, 2006 | 2,600 | Sale | \$ 15.23 | Open Market |
| February 14, 2006 | 4,842 | Sale | \$ 15.24 | Open Market |
| February 14, 2006 | 4,300 | Sale | \$ 15.25 | Open Market |
| February 14, 2006 | 600 | Sale | \$ 15.26 | Open Market |
| February 14, 2006 | 200 | Sale | \$ 15.27 | Open Market |
| February 22, 2006 | 422,332 | Disposition | N/A | Gift |
| February 27, 2006 | 47,900 | Sale | \$ 16.44 | Open Market |
| February 27, 2006 | 3,656 | Sale | \$ 16.47 | Open Market |
| February 27, 2006 | 26,300 | Sale | \$ 16.48 | Open Market |
| February 27, 2006 | 23,634 | Sale | \$ 16.49 | Open Market |
| February 27, 2006 | 12,862 | Sale | \$ 16.50 | Open Market |
| February 27, 2006 | 17,998 | Sale | \$ 16.51 | Open Market |
| February 27, 2006 | 15,520 | Sale | \$ 16.52 | Open Market |
| February 27, 2006 | 6,922 | Sale | \$ 16.53 | Open Market |

| Date of Transaction | Amount of Securities Involved | Nature of Transaction | Price Per Share | Where and How Effectuated |
|----------------------------|--------------------------------------|------------------------------|------------------------|----------------------------------|
| February 27, 2006 | 34,210 | Sale | \$ 16.54 | Open Market |
| February 27, 2006 | 36,340 | Sale | \$ 16.55 | Open Market |
| February 27, 2006 | 44,691 | Sale | \$ 16.56 | Open Market |
| February 27, 2006 | 47,481 | Sale | \$ 16.57 | Open Market |
| February 27, 2006 | 50,994 | Sale | \$ 16.58 | Open Market |
| February 27, 2006 | 102,065 | Sale | \$ 16.59 | Open Market |
| February 27, 2006 | 124,337 | Sale | \$ 16.60 | Open Market |
| February 27, 2006 | 118,765 | Sale | \$ 16.61 | Open Market |
| February 27, 2006 | 91,893 | Sale | \$ 16.62 | Open Market |
| February 27, 2006 | 33,882 | Sale | \$ 16.63 | Open Market |
| February 27, 2006 | 65,593 | Sale | \$ 16.64 | Open Market |
| February 27, 2006 | 27,112 | Sale | \$ 16.65 | Open Market |
| February 27, 2006 | 22,686 | Sale | \$ 16.66 | Open Market |
| February 27, 2006 | 15,025 | Sale | \$ 16.67 | Open Market |
| February 27, 2006 | 15,143 | Sale | \$ 16.68 | Open Market |
| February 27, 2006 | 14,991 | Sale | \$ 16.69 | Open Market |
| February 28, 2006 | 23,996 | Sale | \$ 16.16 | Open Market |
| February 28, 2006 | 10,250 | Sale | \$ 16.17 | Open Market |
| February 28, 2006 | 2,300 | Sale | \$ 16.18 | Open Market |
| February 28, 2006 | 10,600 | Sale | \$ 16.19 | Open Market |
| February 28, 2006 | 983 | Sale | \$ 16.20 | Open Market |
| February 28, 2006 | 900 | Sale | \$ 16.21 | Open Market |
| February 28, 2006 | 14,200 | Sale | \$ 16.22 | Open Market |
| February 28, 2006 | 1,274 | Sale | \$ 16.23 | Open Market |
| February 28, 2006 | 2,200 | Sale | \$ 16.24 | Open Market |
| February 28, 2006 | 8,900 | Sale | \$ 16.25 | Open Market |
| February 28, 2006 | 20,284 | Sale | \$ 16.26 | Open Market |
| February 28, 2006 | 10,100 | Sale | \$ 16.27 | Open Market |
| February 28, 2006 | 41,418 | Sale | \$ 16.28 | Open Market |
| February 28, 2006 | 267,621 | Sale | \$ 16.29 | Open Market |
| February 28, 2006 | 8,200 | Sale | \$ 16.30 | Open Market |
| February 28, 2006 | 19,900 | Sale | \$ 16.31 | Open Market |
| February 28, 2006 | 8,200 | Sale | \$ 16.32 | Open Market |
| February 28, 2006 | 3,000 | Sale | \$ 16.33 | Open Market |
| February 28, 2006 | 35,146 | Sale | \$ 16.34 | Open Market |
| February 28, 2006 | 2,600 | Sale | \$ 16.35 | Open Market |
| February 28, 2006 | 3,158 | Sale | \$ 16.36 | Open Market |
| February 28, 2006 | 3,100 | Sale | \$ 16.37 | Open Market |
| February 28, 2006 | 23,906 | Sale | \$ 16.38 | Open Market |
| February 28, 2006 | 12,236 | Sale | \$ 16.39 | Open Market |
| February 28, 2006 | 24,400 | Sale | \$ 16.40 | Open Market |
| February 28, 2006 | 200 | Sale | \$ 16.41 | Open Market |
| February 28, 2006 | 4,100 | Sale | \$ 16.42 | Open Market |
| February 28, 2006 | 14,742 | Sale | \$ 16.43 | Open Market |
| February 28, 2006 | 31,957 | Sale | \$ 16.44 | Open Market |
| February 28, 2006 | 8,300 | Sale | \$ 16.45 | Open Market |
| February 28, 2006 | 32,102 | Sale | \$ 16.46 | Open Market |

| Date of Transaction | Amount of Securities Involved | Nature of Transaction | Price Per Share | Where and How Effected |
|----------------------------|--------------------------------------|------------------------------|------------------------|-------------------------------|
| February 28, 2006 | 5,542 | Sale | \$ 16.47 | Open Market |
| February 28, 2006 | 36,812 | Sale | \$ 16.48 | Open Market |
| February 28, 2006 | 14,875 | Sale | \$ 16.49 | Open Market |
| February 28, 2006 | 2,825 | Sale | \$ 16.50 | Open Market |
| February 28, 2006 | 400 | Sale | \$ 16.51 | Open Market |
| February 28, 2006 | 8,400 | Sale | \$ 16.52 | Open Market |
| February 28, 2006 | 2,600 | Sale | \$ 16.53 | Open Market |
| February 28, 2006 | 16,208 | Sale | \$ 16.54 | Open Market |
| February 28, 2006 | 10,264 | Sale | \$ 16.55 | Open Market |
| February 28, 2006 | 3,400 | Sale | \$ 16.56 | Open Market |
| February 28, 2006 | 3,100 | Sale | \$ 16.58 | Open Market |
| February 28, 2006 | 6,400 | Sale | \$ 16.60 | Open Market |

- (d) No other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by Mr. Schwab, except for The Charles & Helen Schwab Foundation and HOS Family Partners LLC, as noted in Item 5(b) above.
- (e) Inapplicable

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

1. Registration Rights and Stock Restriction Agreement, dated as of March 31, 1987 between Mr. Schwab and CL Acquisition Corporation (now named The Charles Schwab Corporation), which Agreement requires that share transfers be made in accordance with state and federal securities laws and subject to protection of the issuer's rights and further provides for registration rights in certain circumstances.
2. Non-Qualified Stock Option Agreement, dated as of September 16, 1992 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 1992 Stock Incentive Plan.
3. Non-Qualified Stock Option Agreement dated as of January 20, 2004 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2001 Stock Incentive Plan.
4. Premium-Priced Stock Option Agreement dated as of October 20, 2005 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan.

Item 7. Material to Be Filed as Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 1. | Registration Rights and Stock Restriction Agreement, dated as of March 31, 1987, between Charles R. Schwab and CL Acquisition Corporation (now named The Charles Schwab Corporation).* |
| 2. | Non-Qualified Stock Option Agreement, dated as of September 16, 1992 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 1992 Stock Incentive Plan.** |
| 3. | Non-Qualified Stock Option Agreement dated as of January 20, 2004 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2001 Stock Incentive Plan. |
| 4. | Premium-Priced Stock Option Agreement dated as of October 20, 2005 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan. |

* Incorporated by reference to Exhibit 1 to Amendment No. 8 to Mr. Schwab's Schedule 13D dated July 31, 1995.

** Incorporated by reference to Exhibit 4 to Amendment No. 5 to Mr. Schwab's Schedule 13D dated May 6, 1994.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 9, 2006

/S/ Charles R. Schwab
Charles R. Schwab