Edgar Filing: SCHWAB CHARLES CORP - Form 4

SCHWAB Form 4	CHARLES CORF)							
April 27, 20	007								
FORM		STATES SEC	URITIFS	AND FXC	'HAN	ICE CO	MMISSION		PPROVAL
<i></i>			Vashington					OMB Number:	3235-0287
Check t if no lor subject Section Form 4 Form 5 obligati may cor	nger to 16. or Filed put ons Section 17(HANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ion 16(a) of the Securities Exchange Act of 1934, lic Utility Holding Company Act of 1935 or Secti					January 3 Expires: 200 Estimated average burden hours per response 0		
See Inst 1(b).		30(h) of the	e Investmen	t Company	y Act	of 1940	•		
(Print or Type	Responses)								
	Address of Reporting CHARLES R	ssuer Name and Ticker or Trading ool IWAB CHARLES CORP HW]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (3. Date of Earliest TransactionX_ Director						6 Owner
	CHARLES SCHW ATION, 120 KEA	/AB 04/2	th/Day/Year) 7/2007				_XOfficer (give below) Chair	title Othe below) man and CEO	er (specify
	(Street)	4. If <i>A</i>	Amendment, D	Date Original		(5. Individual or Joi	int/Group Filin	g(Check
SAN FRA	NCISCO, CA 941		Month/Day/Ye	ar)		-	Applicable Line) _X_ Form filed by O Form filed by M Person		
(City)	(State)	(Zip)	fable I - Non-	Derivative S	Securi		ired, Disposed of,	or Beneficial	lv Owned
1.Title of Security (Instr. 3)	itle of 2. Transaction Date 2A. Deemed urity (Month/Day/Year) Execution Date, if			Code (Instr. 3, 4 and 5) r) (Instr. 8) (A)				6.	7. Nature of
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	04/27/2007		S	25,000	D	\$ 19.59	153,547,858	I	by Trust
Common Stock	04/27/2007		S	30,500	D	\$ 19.6	153,517,358	Ι	by Trust
Common Stock	04/27/2007		S	67,454	D	\$ 19.61	153,449,904	I	by Trust
Common Stock	04/27/2007		S	143,012	D	\$ 19.62	153,306,892	I	by Trust
	04/27/2007		S	42,600	D		153,264,292	Ι	by Trust

Common Stock					\$ 19.63			
Common Stock	04/27/2007	S	92,964	D	\$ 19.64	153,171,328	Ι	by Trust
Common Stock	04/27/2007	S	133,199	D	\$ 19.65	153,038,129	Ι	by Trust
Common Stock	04/27/2007	S	18,350	D	\$ 19.66	153,019,779	Ι	by Trust
Common Stock	04/27/2007	S	14,996	D	\$ 19.67	153,004,783	Ι	by Trust
Common Stock	04/27/2007	S	20,793	D	\$ 19.68	152,983,990	Ι	by Trust
Common Stock	04/27/2007	S	14,800	D	\$ 19.69	152,969,190	Ι	by Trust
Common Stock	04/27/2007	S	13,922	D	\$ 19.7	152,955,268	Ι	by Trust
Common Stock	04/27/2007	S	39,699	D	\$ 19.71	152,915,569	Ι	by Trust
Common Stock	04/27/2007	S	3,581	D	\$ 19.72	152,911,988	Ι	by Trust
Common Stock	04/27/2007	S	10,092	D	\$ 19.73	152,901,896	Ι	by Trust
Common Stock	04/27/2007	S	19,600	D	\$ 19.74	152,882,296	I	by Trust
Common Stock	04/27/2007	S	11,335	D	\$ 19.75	152,870,961	I	by Trust
Common Stock	04/27/2007	S	12,800	D	\$ 19.76	152,858,161	Ι	by Trust
Common Stock	04/27/2007	S	7,400	D	\$ 19.77	152,850,761	I	by Trust
Common Stock	04/27/2007	S	47,895	D	\$ 19.78	152,802,866	I	by Trust
Common Stock	04/27/2007	S	30,008	D	\$ 19.79	152,772,858 (1)	I	by Trust

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. Transacti Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno 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, 04/27/2007 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).

As of the date of this report, the reporting person also had a direct beneficial ownership interest in 8,927,495 shares and an indirect (1) beneficial ownership interest in 42,853,958 shares held by an LLC, 7,841,450 shares held by his spouse and 1,725,642 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.