

MARTINETTO JOSEPH R  
Form 3  
May 22, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Â MARTINETTO JOSEPH R  
 (Last) (First) (Middle)  
 C/O THE CHARLES SCHWAB CORPORATION,Â 120 KEARNY STREET  
 (Street)  
 SAN FRANCISCO,Â CAÂ 94108  
 (City) (State) (Zip)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 05/18/2007

3. Issuer Name and Ticker or Trading Symbol  
 SCHWAB CHARLES CORP [SCHW]

4. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 EVP and CFO

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

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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	38,283	D	Â
Common Stock	522.796	I	by ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Incentive Stock Option (Right to Buy)	07/18/2005 <sup>(5)</sup>	07/18/2011	Common Stock	2,600	\$ 15.02	D	Â
Incentive Stock Option (Right to Buy)	02/29/2004 <sup>(6)</sup>	02/28/2011	Common Stock	4,918	\$ 20.9	D	Â
Incentive Stock Option (Right to Buy)	02/25/2000 <sup>(1)</sup>	02/25/2009	Common Stock	9,000	\$ 23.3125	D	Â
Incentive Stock Option (Right to Buy)	02/23/2001 <sup>(1)</sup>	02/23/2010	Common Stock	5,060	\$ 26.375	D	Â
Nonqualified Incentive Stock Option (Right to Buy)	12/15/2004 <sup>(7)</sup>	09/30/2011	Common Stock	50,183	\$ 9.19	D	Â
Nonqualified Incentive Stock Option (Right to Buy)	11/08/2004 <sup>(8)</sup>	11/08/2012	Common Stock	5,000	\$ 9.71	D	Â
Nonqualified Incentive Stock Option (Right to Buy)	09/24/2002 <sup>(2)</sup>	09/24/2011	Common Stock	12,600	\$ 10.2	D	Â
Nonqualified Incentive Stock Option (Right to Buy)	07/18/2002 <sup>(2)</sup>	07/18/2011	Common Stock	60,400	\$ 15.02	D	Â
Nonqualified Incentive Stock Option (Right to Buy)	10/30/2007 <sup>(4)</sup>	10/30/2013	Common Stock	19,820	\$ 19.186	D	Â
Nonqualified Incentive Stock Option (Right to Buy)	05/04/2001 <sup>(3)</sup>	05/04/2011	Common Stock	3,000	\$ 20.68	D	Â
Nonqualified Incentive Stock Option (Right to Buy)	02/28/2002 <sup>(1)</sup>	02/28/2011	Common Stock	5,082	\$ 20.9	D	Â
Nonqualified Incentive Stock Option (Right to Buy)	02/25/2000 <sup>(1)</sup>	02/25/2009	Common Stock	9,000	\$ 23.3125	D	Â
Nonqualified Incentive Stock Option (Right to Buy)	11/01/2000 <sup>(1)</sup>	11/01/2009	Common Stock	7,500	\$ 25.9167	D	Â
Nonqualified Incentive Stock Option (Right to Buy)	02/23/2001 <sup>(1)</sup>	02/23/2010	Common Stock	2,441	\$ 26.375	D	Â

Nonqualified Incentive Stock Option (Right to Buy)	12/15/2003 <sup>(6)</sup>	12/15/2010	Common Stock	30,000	\$ 28.75	D	Â
Nonqualified Incentive Stock Option (Right to Buy)	10/25/2001 <sup>(1)</sup>	10/25/2010	Common Stock	5,000	\$ 31.0625	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTINETTO JOSEPH R C/O THE CHARLES SCHWAB CORPORATION 120 KEARNY STREET SAN FRANCISCO, CA 94108	Â	Â	Â EVP and CFO	Â

## Signatures

Joseph R. Martinetto                      05/21/2007

\_\_\_\_\_  
Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 option was granted under the 1992 Stock Incentive Plan and vest in four equal installments beginning on the first anniversary of the grant date.
- (2) The option was granted under the 2001 Stock Incentive Plan and vest 35% on the first anniversary of the grant date, 25% on the second anniversary of the grant date, and 20% on each of the third and fourth anniversary of the grant date.
- (3) The option was granted under the 1992 Stock Incentive Plan and vested immediately.
- (4) The option was granted under the 2004 Stock Incentive Plan and vest in four equal installments beginning on the first anniversary of the grant date.
- (5) The option was granted under the 1992 Stock Incentive Plan and vested 100% on the fourth anniversary of the grant date.
- (6) The option was granted under the 1992 Stock Incentive Plan and vested 50% on each of the third and fourth anniversary of the grant date.
- (7) The option was granted under the 2004 Stock Incentive Plan and vests 25% on each December 15 of 2004, 2005, 2006 and 2007.
- (8) The option was granted under the 2001 Stock Incentive Plan and vested 25% on each of the second and third anniversary of the grant date and 50% on the fourth anniversary of the grant date.

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.