

SCHWAB CHARLES CORP  
 Form 4  
 February 19, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Dwyer Carrie E

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

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

(Last) (First) (Middle)  
 C/O THE CHARLES SCHWAB CORPORATION, 120 KEARNY STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/15/2008

SAN FRANCISCO, CA 94108  
 (City) (State) (Zip)

4. 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 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 |   | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|
|                                 |                                      |  | Code                | V | Amount  | Price      |   |  |                                   |
| Common Stock                    | 02/15/2008                           |  | S <sup>(1)</sup>    |   | D   | \$ 20.2025 | 298,633   | D  |                                   |
| Common Stock                    | 02/15/2008                           |  | S                   |   | D   | \$ 20.21   | 298,333   | D  |                                   |
| Common Stock                    | 02/15/2008                           |  | S                   |   | D   | \$ 20.22   | 297,833   | D  |                                   |
| Common Stock                    | 02/15/2008                           |  | S                   |   | D   | \$ 20.23   | 297,533   | D  |                                   |
|                                 | 02/15/2008                           |  | S                   |   | D   | \$ 20.24   | 297,248   | D  |                                   |

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|              |            |  |   |     |   |           |                        |   |
|--------------|------------|--|---|-----|---|-----------|------------------------|---|
| Common Stock |            |  |   |     |   |           |                        |   |
| Common Stock | 02/15/2008 |  | S | 100 | D | \$ 20.25  | 297,148                | D |
| Common Stock | 02/15/2008 |  | S | 33  | D | \$ 20.255 | 297,115                | D |
| Common Stock | 02/15/2008 |  | S | 367 | D | \$ 20.26  | 296,748                | D |
| Common Stock | 02/15/2008 |  | S | 215 | D | \$ 20.27  | 296,533                | D |
| Common Stock | 02/15/2008 |  | S | 100 | D | \$ 20.28  | 296,433                | D |
| Common Stock | 02/15/2008 |  | S | 300 | D | \$ 20.29  | 296,133                | D |
| Common Stock | 02/15/2008 |  | S | 100 | D | \$ 20.295 | 296,033                | D |
| Common Stock | 02/15/2008 |  | S | 300 | D | \$ 20.3   | 295,733                | D |
| Common Stock | 02/15/2008 |  | S | 900 | D | \$ 20.32  | 294,833                | D |
| Common Stock | 02/15/2008 |  | S | 100 | D | \$ 20.33  | 294,733                | D |
| Common Stock | 02/15/2008 |  | S | 100 | D | \$ 20.34  | 294,633                | D |
| Common Stock | 02/15/2008 |  | S | 300 | D | \$ 20.35  | 294,333                | D |
| Common Stock | 02/15/2008 |  | S | 100 | D | \$ 20.36  | 294,233                | D |
| Common Stock | 02/15/2008 |  | S | 100 | D | \$ 20.37  | 294,133 <sup>(2)</sup> | D |

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

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(9-02)

**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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 3 and 4) |
|---------------------|---|------|---|-----|-----|------------------|-----------------|-------|----------------------------|------------------|
|                     |   |      |   |     |     |                  |                 |       |                            | Owned            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Dwyer Carrie E<br>C/O THE CHARLES SCHWAB CORPORATION<br>120 KEARNY STREET<br>SAN FRANCISCO, CA 94108 |               |           | EVP and General Counsel |       |

## Signatures

Carrie E. Dwyer                      02/19/2008  
 \_\_Signature of                      Date  
 Reporting Person

## 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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 28, 2007.
- (2) As of the date of this report, the reporting person also had an indirect beneficial ownership interest in 5,705 shares held in a trust for her daughter, 5,705 shares held in a trust for her son, and 1,129 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.