

SCHWAB CHARLES CORP
 Form 4
 August 24, 2005

FORM 4

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

OMB APPROVAL

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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 *
 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 [SCH]

3. Date of Earliest Transaction (Month/Day/Year)
 08/23/2005

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 or Price | | |
| Common Stock | 08/23/2005 | | M | | \$ 3.8 | 14,638,745 | D |
| Common Stock | 08/23/2005 | | S | | \$ 13.91 | 14,636,345 | D |
| Common Stock | 08/23/2005 | | S | | \$ 13.92 | 14,626,045 | D |
| Common Stock | 08/23/2005 | | S | | \$ 13.93 | 14,599,345 | D |
| Common Stock | 08/23/2005 | | S | | \$ 13.94 | 14,574,295 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|------------|---|
| Common Stock | 08/23/2005 | S | 36,600 | D | \$ 13.95 | 14,537,695 | D |
| Common Stock | 08/23/2005 | S | 33,500 | D | \$ 13.96 | 14,504,195 | D |
| Common Stock | 08/23/2005 | S | 17,300 | D | \$ 13.97 | 14,486,895 | D |
| Common Stock | 08/23/2005 | S | 8,800 | D | \$ 13.98 | 14,478,095 | D |
| Common Stock | 08/23/2005 | S | 4,500 | D | \$ 13.99 | 14,473,595 | D |
| Common Stock | 08/23/2005 | S | 10,700 | D | \$ 14 | 14,462,895 | D |
| Common Stock | 08/23/2005 | S | 1,400 | D | \$ 14.01 | 14,461,495 | D |
| Common Stock | 08/23/2005 | S | 4,700 | D | \$ 14.03 | 14,456,795 | D |
| Common Stock | 08/23/2005 | S | 1,900 | D | \$ 14.04 | 14,454,895 | D |
| Common Stock | 08/23/2005 | S | 4,400 | D | \$ 14.05 | 14,450,495 | D |
| Common Stock | 08/23/2005 | S | 5,600 | D | \$ 14.06 | 14,444,895 | D |
| Common Stock | 08/23/2005 | S | 18,400 | D | \$ 14.07 | 14,426,495 | D |
| Common Stock | 08/23/2005 | S | 9,700 | D | \$ 14.08 | 14,416,795 | D |
| Common Stock | 08/23/2005 | S | 19,900 | D | \$ 14.09 | 14,396,895 | D |
| Common Stock | 08/23/2005 | S | 33,900 | D | \$ 14.1 | 14,362,995 | D |
| Common Stock | 08/23/2005 | S | 3,200 | D | \$ 14.11 | 14,359,795 | D |
| Common Stock | 08/23/2005 | S | 2,300 | D | \$ 14.12 | 14,357,495 | D |

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)

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Options (Right to Buy) | \$ 3.8 | 08/23/2005 | | M | 281,250 | 10/17/1996 10/17/2005 | Common Stock |

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

Charles R. Schwab 08/24/2005

**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).
- (1) As of the date of this report, the reporting person also had an indirect beneficial ownership interest in 165,765,086 shares held in trust, 44,703,958 shares held by an LLC, 7,977,765 shares held by his spouse and 1,709,928 shares held by an ESOP.

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