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SCHWAB CHARLES CORP

Form 4 February 06, 2003

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

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Add			me and Tic s Schwab (SCH)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) The Charles Scl 120 Kearny Stro	of Reporting Person,					ruary 5, 2003	Director			
San Francisco, (Date	e of Original (onth/Day/Year) [Check Applic X Form filed lerson	by One Reporting		
(City)	(State)	(Zip)	Т	[able	e I Non-D)erivat	ive Secu	irities Acquired, Dispos	ed of, or Ber	eficially Owned
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/	3. Transaction Code	Code	4. Securitie (A) or Disp (Instr. 3, 4 Amount	osed o	of (D)	5. Amount of Securities Beneficially Owned Follow-	6. Owner- ship Form: Direct (D) or Indirect (7. Nature of Indirect Beneficial I) Ownership	
	Year)	(Month/Day/ Year)	Code	,	7 miount	or (D)	11100	ing Reported Transactions(s) (Instr. 3 & 4)	(Instr. 4)	(Instr. 4)
Common Stock								1,928.6	5 D	
Common Stock								6,306.6	2 I	By 401(k)
Common Stock								263,787.8	8 I	By ESOP
Common Stock								21,120.0	3 I	By Spouse
Common Stock	2/5/03		S		25,000	D	\$9.00	232,532.0	1 I	By Trust

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

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^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

	2. Conver-		3A.	4.	5		6. Date Exerc		1					11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	- N	1			Amo	unt of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	0	of Date			Unde	rlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	D	eriva	ti(Meanth/Day/		Secui	rities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		S	ecurit	i e ¥ear)		(Instr	. 3 & 4)		Owned	of Deriv-	(Instr. 4)
	Security	(Month/	(Month/	(Instr.	Α	cquir	ed					Following	ative	
		Day/		8)	(I	A) or						Reported	Security:	
		Year)	Year)		D	ispos	ed					Transaction(s)	Direct	
					0	f (D)						(Instr. 4)	(D)	
													or	
					(I	(Instr.							Indirect	
					3.	3, 4 &						(I)		
					5)							(Instr. 4)	
				Code	V (A) (D) Date	Expira-	Title	Amount				
					ì			tion		or				
								Date		Number				
		I								of				
										Shares				

Explanation of Responses:

By: /s/ <u>Dawn G. Lepore</u> Dawn G. Lepore 2/6/03 Date

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, See Instruction 6 for procedure.

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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).