

SCHWAB CHARLES R

Form 4

December 14, 2005

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

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

OMB APPROVAL

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(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)

12/12/2005

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	(A) or (D) Price			
Common Stock	12/12/2005		S ⁽¹⁾		8,900	D \$ 14.75	43,345,058	I	by L.L.C.
Common Stock	12/12/2005		S		18,700	D \$ 14.76	43,326,358	I	by L.L.C.
Common Stock	12/12/2005		S		13,600	D \$ 14.77	43,312,758	I	by L.L.C.
Common Stock	12/12/2005		S		3,800	D \$ 14.78	43,308,958	I	by L.L.C.
Common Stock	12/12/2005		S		2,400	D \$ 14.79	43,306,558	I	by L.L.C.

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Common Stock	12/12/2005	S	5,700	D	\$ 14.81	43,300,858	I	by L.L.C.
Common Stock	12/12/2005	S	15,500	D	\$ 14.82	43,285,358	I	by L.L.C.
Common Stock	12/12/2005	S	10,100	D	\$ 14.83	43,275,258	I	by L.L.C.
Common Stock	12/12/2005	S	11,500	D	\$ 14.84	43,263,758	I	by L.L.C.
Common Stock	12/12/2005	S	18,800	D	\$ 14.85	43,244,958	I	by L.L.C.
Common Stock	12/12/2005	S	13,200	D	\$ 14.86	43,231,758	I	by L.L.C.
Common Stock	12/12/2005	S	24,800	D	\$ 14.87	43,206,958	I	by L.L.C.
Common Stock	12/12/2005	S	17,800	D	\$ 14.88	43,189,158	I	by L.L.C.
Common Stock	12/12/2005	S	22,500	D	\$ 14.89	43,166,658	I	by L.L.C.
Common Stock	12/12/2005	S	7,300	D	\$ 14.9	43,159,358	I	by L.L.C.
Common Stock	12/12/2005	S	12,200	D	\$ 14.91	43,147,158	I	by L.L.C.
Common Stock	12/12/2005	S	8,100	D	\$ 14.92	43,139,058	I	by L.L.C.
Common Stock	12/12/2005	S	1,500	D	\$ 14.93	43,137,558	I	by L.L.C.
Common Stock	12/12/2005	S	3,500	D	\$ 14.94	43,134,058	I	by L.L.C.
Common Stock	12/12/2005	S	8,900	D	\$ 14.95	43,125,158	I	by L.L.C.
Common Stock	12/12/2005	S	4,300	D	\$ 14.96	43,120,858	I	by L.L.C.
Common Stock	12/12/2005	S	15,400	D	\$ 14.97	43,105,458	I	by L.L.C.
Common Stock	12/12/2005	S	1,500	D	\$ 14.98	43,103,958	I	by L.L.C.
Common Stock	12/13/2005	S	4,200	D	\$ 14.73	43,099,758	I	by L.L.C.
Common Stock	12/13/2005	S	900	D	\$ 14.74	43,098,858	I	by L.L.C.
	12/13/2005	S	800	D		43,098,058	I	by L.L.C.

Common Stock						\$ 14.77			
Common Stock	12/13/2005	S	1,600	D	\$ 14.78	43,096,458	I		by L.L.C.
Common Stock	12/13/2005	S	9,300	D	\$ 14.82	43,087,158	I		by L.L.C.
Common Stock	12/13/2005	S	3,400	D	\$ 14.83	43,083,758	I		by L.L.C.
Common Stock	12/13/2005	S	5,500	D	\$ 14.84	43,078,258 ⁽²⁾	I		by L.L.C.

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)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

12/14/2005

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 16, 2005.

As of the date of this report, the reporting person also had a direct beneficial ownership interest in 14,357,495 shares, and an indirect
(2) beneficial ownership interest in 162,765,086 shares held in trust, 7,977,765 shares held by his spouse and 1,710,651 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.
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