

SCHWAB CHARLES CORP
Form 8-K
January 31, 2006

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

Form 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 26, 2006

The Charles Schwab Corporation

(Exact name of registrant as specified in its charter)

Commission File Number: 1-9700

Delaware
(State or other jurisdiction of
incorporation)

94-3025021
(IRS Employer
Identification No.)

120 Kearny Street, San Francisco, CA 94108
(Address of principal executive offices, including zip code)

(415) 627-7000
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Information to be included in the report

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On January 26, 2006, on the recommendation of the Nominating and Corporate Governance Committee, the Board of Directors (the Board) of The Charles Schwab Corporation (CSC) elected Marjorie Wagner to the Board to serve as a member of the class of directors whose term expires at the annual meeting of stockholders in 2006. The Board determined that Ms. Wagner is independent under the independence standards of The Nasdaq Stock Market. The Board appointed Ms. Wagner to serve on the Audit Committee and the Nominating and Corporate Governance Committee.

On January 31, 2006, CSC issued a press release announcing Ms. Wagner's appointment to the Board. A copy of the press release is included as Exhibit 99.1 to this report.

Signature(s)

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

The Charles Schwab Corporation

Date: January 31, 2006

By: /s/ Christopher V. Dodds

Christopher V. Dodds
Executive Vice President and Chief Financial Officer

Exhibit Index

| Exhibit No. | Description |
|--------------------|---|
| EX-99.1 | Press Release dated January 31, 2006 ("Schwab Names Marjorie Wagner to Board of Directors") |