

SCHWAB CHARLES CORP  
 Form 4  
 January 28, 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 \*  
 McCool James D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/25/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP - Corp & Retirement Svcs.

C/O THE CHARLES SCHWAB CORPORATION, 120 KEARNY STREET

(Street)

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

SAN FRANCISCO, CA 94108

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount					(A) or (D)
Common Stock	01/25/2008		M		4,720	A	\$ 8.3156	78,410	D	
Common Stock	01/25/2008		M		6,293	A	\$ 12.4988	84,703	D	
Common Stock	01/25/2008		M		7,727	A	\$ 14.3198	92,430	D	
Common Stock	01/25/2008		M		6,293	A	\$ 12.4988	98,723	D	
	01/25/2008		M		7,342	A	\$ 9.2573	106,065	D	

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Common Stock							
Common Stock	01/25/2008		M	20,000	A	\$ 8.7616	126,065 D
Common Stock	01/25/2008		S	17,227	D	\$ 21.3	108,838 D
Common Stock	01/25/2008		S	100	D	\$ 21.305	103,738 D
Common Stock	01/25/2008		S	10,935	D	\$ 21.31	97,803 D
Common Stock	01/25/2008		S	400	D	\$ 21.315	97,403 D
Common Stock	01/25/2008		S	700	D	\$ 21.32	96,703 D
Common Stock	01/25/2008		S	2,500	D	\$ 21.33	94,203 D
Common Stock	01/25/2008		S	400	D	\$ 21.335	93,803 D
Common Stock	01/25/2008		S	4,200	D	\$ 21.34	89,603 D
Common Stock	01/25/2008		S	3,300	D	\$ 21.35	86,303 D
Common Stock	01/25/2008		S	1,600	D	\$ 21.36	84,703 <sup>(1)</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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Incentive Stock Option (Right to buy)	\$ 8.3156	01/25/2008	M	4,720	02/23/1999	02/23/2008	Common Stock	4,7
Incentive Stock Option (Right to buy)	\$ 12.4988	01/25/2008	M	6,293	02/27/2003	02/27/2012	Common Stock	6,2
Nonqualified Stock Option (Right to buy)	\$ 14.3198	01/25/2008	M	7,727	07/18/2002	07/18/2011	Common Stock	7,7
Nonqualified Stock Option (Right to buy)	\$ 12.4988	01/25/2008	M	6,293	02/27/2003	02/27/2012	Common Stock	6,2
Nonqualified Stock Option (Right to buy)	\$ 9.2573	01/25/2008	M	7,342	11/08/2004	11/08/2012	Common Stock	7,3
Nonqualified Stock Option (Right to buy)	\$ 8.7616	01/25/2008	M	20,000	12/15/2004	09/30/2011	Common Stock	20,0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCool James D C/O THE CHARLES SCHWAB CORPORATION 120 KEARNY STREET SAN FRANCISCO, CA 94108			EVP - Corp & Retirement Svcs.	

## Signatures

James D.  
McCool

01/28/2008

\*\*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 8,296 shares held by a 401(k) and 4,827 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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