SCHWAB CHARLES CORP

Form 4 March 01, 2006

FORM 4

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHWAB CHARLES R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

SCHWAB CHARLES CORP

[SCHW]

(Check all applicable)

Chairman and CEO

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 02/27/2006

_X__ Director X__ 10% Owner _ Other (specify X_ Officer (give title below)

C/O THE CHARLES SCHWAB CORPORATION, 120 KEARNY STREET

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN FRANCISCO, CA 94108

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ties Acqui	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on Disposed (Instr. 3, 4	(A) or		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)
Common Stock	02/27/2006		S	47,900	D	\$ 16.44	159,786,058	I	by Trust
Common Stock	02/27/2006		S	3,656	D	\$ 16.47	159,782,402	I	by Trust
Common Stock	02/27/2006		S	26,300	D	\$ 16.48	159,756,102	I	by Trust
Common Stock	02/27/2006		S	23,634	D	\$ 16.49	159,732,468	I	by Trust
	02/27/2006		S	12,862	D	\$ 16.5	159,719,606	I	by Trust

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02/27/2006	S	17,998	D	\$ 16.51	159,701,608	I	by Trust
02/27/2006	S	15,520	D	\$ 16.52	159,686,088	I	by Trust
02/27/2006	S	6,922	D	\$ 16.53	159,679,166	I	by Trust
02/27/2006	S	34,210	D	\$ 16.54	159,644,956	I	by Trust
02/27/2006	S	36,340	D	\$ 16.55	159,608,616	I	by Trust
02/27/2006	S	44,691	D	\$ 16.56	159,563,925	I	by Trust
02/27/2006	S	47,481	D	\$ 16.57	159,516,444	I	by Trust
02/27/2006	S	50,994	D	\$ 16.58	159,465,450	I	by Trust
02/27/2006	S	102,065	D	\$ 16.59	159,363,385	I	by Trust
02/27/2006	S	124,337	D	\$ 16.6	159,239,048	I	by Trust
02/27/2006	S	118,765	D	\$ 16.61	159,120,283	I	by Trust
02/27/2006	S	91,893	D	\$ 16.62	159,028,390	I	by Trust
02/27/2006	S	33,882	D	\$ 16.63	158,994,508	I	by Trust
02/27/2006	S	65,593	D	\$ 16.64	158,928,915	I	by Trust
02/27/2006	S	27,112	D	\$ 16.65	158,901,803	I	by Trust
02/27/2006	S	22,686	D	\$ 16.66	158,879,117	I	by Trust
02/27/2006	S	15,025	D	\$ 16.67	158,864,092	I	by Trust
02/27/2006	S	15,143	D	\$ 16.68	158,848,949	I	by Trust
02/27/2006	S	14,991	D	\$ 16.69	158,833,958 (1)	I	by Trust
	02/27/2006 02/27/2006 02/27/2006 02/27/2006 02/27/2006 02/27/2006 02/27/2006 02/27/2006 02/27/2006 02/27/2006 02/27/2006 02/27/2006 02/27/2006 02/27/2006 02/27/2006 02/27/2006 02/27/2006	02/27/2006 S 02/27/2006 S	02/27/2006 S 15,520 02/27/2006 S 6,922 02/27/2006 S 34,210 02/27/2006 S 36,340 02/27/2006 S 44,691 02/27/2006 S 47,481 02/27/2006 S 102,065 02/27/2006 S 124,337 02/27/2006 S 118,765 02/27/2006 S 91,893 02/27/2006 S 33,882 02/27/2006 S 65,593 02/27/2006 S 27,112 02/27/2006 S 22,686 02/27/2006 S 15,025 02/27/2006 S 15,143	02/27/2006 S 15,520 D 02/27/2006 S 6,922 D 02/27/2006 S 34,210 D 02/27/2006 S 36,340 D 02/27/2006 S 44,691 D 02/27/2006 S 47,481 D 02/27/2006 S 50,994 D 02/27/2006 S 102,065 D 02/27/2006 S 118,765 D 02/27/2006 S 91,893 D 02/27/2006 S 33,882 D 02/27/2006 S 65,593 D 02/27/2006 S 27,112 D 02/27/2006 S 22,686 D 02/27/2006 S 15,025 D 02/27/2006 S 15,143 D	02/27/2006 S 15,520 D \$ 16,52 02/27/2006 S 6,922 D \$ 16,53 02/27/2006 S 34,210 D \$ 16,54 02/27/2006 S 36,340 D \$ 16,55 02/27/2006 S 44,691 D \$ 16,56 02/27/2006 S 47,481 D \$ 16,57 02/27/2006 S 50,994 D \$ 16,58 02/27/2006 S 102,065 D \$ 16,59 02/27/2006 S 124,337 D \$ 16,6 02/27/2006 S 91,893 D \$ 16,6 02/27/2006 S 91,893 D \$ 16,63 02/27/2006 S 33,882 D \$ 16,63 02/27/2006 S 27,112 D \$ 16,63 02/27/2006 S 27,112 D \$ 16,63 02/27/2006 S 22,686 D \$ 16,66 02/27/2006 <td>02/27/2006 S 15,520 D \$ 15,652 159,686,088 02/27/2006 S 6,922 D \$ 16,52 159,686,088 02/27/2006 S 34,210 D \$ 159,644,956 02/27/2006 S 36,340 D \$ 159,608,616 02/27/2006 S 44,691 D \$ 159,563,925 02/27/2006 S 47,481 D \$ 159,563,925 02/27/2006 S 50,994 D \$ 16,58 159,465,450 02/27/2006 S 102,065 D \$ 159,363,385 02/27/2006 S 118,765 D \$ 159,3239,048 02/27/2006 S 118,765 D \$ 16,61 159,239,048 02/27/2006 S 91,893 D \$ 159,120,283 02/27/2006 S 33,882 D \$ 16,63 158,994,508 02/27/2006 S 27,112 D \$ 16,65 158,991,803 02/27/2006 S 27,112</td> <td>02/27/2006 S 15,520 D \$ 16,52 159,686,088 I 02/27/2006 S 6,922 D \$ 16,53 159,679,166 I 02/27/2006 S 34,210 D \$ 15,644,956 I 02/27/2006 S 36,340 D \$ 159,608,616 I 02/27/2006 S 44,691 D \$ 159,563,925 I 02/27/2006 S 47,481 D \$ 159,516,444 I 02/27/2006 S 50,994 D \$ 159,363,385 I 02/27/2006 S 102,065 D \$ 16,59 159,363,385 I 02/27/2006 S 124,337 D \$ 16,6 159,239,048 I 02/27/2006 S 118,765 D \$ 16,61 159,120,283 I 02/27/2006 S 91,893 D \$ 16,62 159,028,390 I 02/27/2006 S 33,882 D \$ 16,63 158,994,508</td>	02/27/2006 S 15,520 D \$ 15,652 159,686,088 02/27/2006 S 6,922 D \$ 16,52 159,686,088 02/27/2006 S 34,210 D \$ 159,644,956 02/27/2006 S 36,340 D \$ 159,608,616 02/27/2006 S 44,691 D \$ 159,563,925 02/27/2006 S 47,481 D \$ 159,563,925 02/27/2006 S 50,994 D \$ 16,58 159,465,450 02/27/2006 S 102,065 D \$ 159,363,385 02/27/2006 S 118,765 D \$ 159,3239,048 02/27/2006 S 118,765 D \$ 16,61 159,239,048 02/27/2006 S 91,893 D \$ 159,120,283 02/27/2006 S 33,882 D \$ 16,63 158,994,508 02/27/2006 S 27,112 D \$ 16,65 158,991,803 02/27/2006 S 27,112	02/27/2006 S 15,520 D \$ 16,52 159,686,088 I 02/27/2006 S 6,922 D \$ 16,53 159,679,166 I 02/27/2006 S 34,210 D \$ 15,644,956 I 02/27/2006 S 36,340 D \$ 159,608,616 I 02/27/2006 S 44,691 D \$ 159,563,925 I 02/27/2006 S 47,481 D \$ 159,516,444 I 02/27/2006 S 50,994 D \$ 159,363,385 I 02/27/2006 S 102,065 D \$ 16,59 159,363,385 I 02/27/2006 S 124,337 D \$ 16,6 159,239,048 I 02/27/2006 S 118,765 D \$ 16,61 159,120,283 I 02/27/2006 S 91,893 D \$ 16,62 159,028,390 I 02/27/2006 S 33,882 D \$ 16,63 158,994,508

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	4	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ction	Number	Expiration Da	ate	Amou	ınt of	Derivative	
Security	or Exercise		any	Code	(of	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8) 1	Derivative	•		Secur	ities	(Instr. 5)	
	Derivative					Securities			(Instr.	3 and 4)		
	Security				1	Acquired						
	_				((A) or						
]	Disposed						
					(of (D)						
					((Instr. 3,						
					4	4, and 5)						
										Amount		
							Date	Expiration	m: d	or		
							Exercisable	Date	Title	Number		
				G 1		(A) (B)				of		
				Code	V ((A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
roporting o water runner, runness	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

Jane E. Fry, Attorney-in-fact 02/28/2006

**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).
- As of the date of this report, the reporting person also had a direct beneficial ownership interest in 12,357,495 shares and an indirect (1) beneficial ownership interest in 42,853,958 shares held by an LLC, 7,977,765 shares held by his spouse and 1,713,639 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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