

DODDS CHRISTOPHER V

Form 4

March 01, 2006

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 *
DODDS CHRISTOPHER V

(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)

02/27/2006

 5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
 EVP and CFO

 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

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 | 02/27/2006 | | S ⁽¹⁾ | | 117 | D \$ 16.75 | 252,339 | I | by Trust |
| Common Stock | 02/27/2006 | | S | | 530 | D \$ 16.74 | 251,809 | I | by Trust |
| Common Stock | 02/27/2006 | | S | | 348 | D \$ 16.73 | 251,461 | I | by Trust |
| Common Stock | 02/27/2006 | | S | | 348 | D \$ 16.71 | 251,113 | I | by Trust |
| Common Stock | 02/27/2006 | | S | | 1,218 | D \$ 16.7 | 249,895 | I | by Trust |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|----------|
| Common Stock | 02/27/2006 | S | 522 | D | \$ 16.69 | 249,373 | I | by Trust |
| Common Stock | 02/27/2006 | S | 116 | D | \$ 16.68 | 249,257 | I | by Trust |
| Common Stock | 02/27/2006 | S | 232 | D | \$ 16.67 | 249,025 | I | by Trust |
| Common Stock | 02/27/2006 | S | 1,439 | D | \$ 16.66 | 247,586 | I | by Trust |
| Common Stock | 02/27/2006 | S | 1,359 | D | \$ 16.65 | 246,227 | I | by Trust |
| Common Stock | 02/27/2006 | S | 58 | D | \$ 16.64 | 246,169 | I | by Trust |
| Common Stock | 02/27/2006 | S | 812 | D | \$ 16.63 | 245,357 | I | by Trust |
| Common Stock | 02/27/2006 | S | 1,392 | D | \$ 16.62 | 243,965 | I | by Trust |
| Common Stock | 02/27/2006 | S | 1,334 | D | \$ 16.61 | 242,631 | I | by Trust |
| Common Stock | 02/27/2006 | S | 280 | D | \$ 16.6 | 242,351 | I | by Trust |
| Common Stock | 02/27/2006 | S | 522 | D | \$ 16.59 | 241,829 | I | by Trust |
| Common Stock | 02/27/2006 | S | 638 | D | \$ 16.58 | 241,191 | I | by Trust |
| Common Stock | 02/27/2006 | S | 97 | D | \$ 16.56 | 241,094 | I | by Trust |
| Common Stock | 02/27/2006 | S | 522 | D | \$ 16.55 | 240,572 | I | by Trust |
| Common Stock | 02/27/2006 | S | 464 | D | \$ 16.54 | 240,108 | I | by Trust |
| Common Stock | 02/27/2006 | S | 117 | D | \$ 16.53 | 239,991 | I | by Trust |
| Common Stock | 02/27/2006 | S | 695 | D | \$ 16.51 | 239,296 | I | by Trust |
| Common Stock | 02/27/2006 | S | 464 | D | \$ 16.49 | 238,832 | I | by Trust |
| Common Stock | 02/27/2006 | S | 232 | D | \$ 16.47 | 238,600 | I | by Trust |
| Common Stock | 02/27/2006 | S | 232 | D | \$ 16.45 | 238,368 | I | by Trust |
| | 02/27/2006 | S | 406 | D | | 237,962 | I | by Trust |

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| | | | | | | | | | |
|--------------|------------|---|-----|---|----------|------------------------|---|--|----------|
| Common Stock | | | | | | \$ 16.44 | | | |
| Common Stock | 02/27/2006 | S | 116 | D | \$ 16.38 | 237,846 | I | | by Trust |
| Common Stock | 02/27/2006 | S | 290 | D | \$ 16.34 | 237,556 | I | | by Trust |
| Common Stock | 02/27/2006 | S | 100 | D | \$ 16.3 | 237,456 ⁽²⁾ | I | | by Trust |

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)

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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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

DODDS CHRISTOPHER V
C/O THE CHARLES SCHWAB CORPORATION
120 KEARNY STREET
SAN FRANCISCO, CA 94108

EVP
and
CFO

Signatures

Jane E. Fry,
Attorney-in-fact 03/01/2006

 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).

(1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 30, 2006.

(2) As of the date of this report, the reporting person also has a direct beneficial ownership interest in 216,128 shares and an indirect beneficial ownership interest in 117,435 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.