

SCHWAB CHARLES CORP
 Form 4
 April 21, 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 *
 MCLIN STEPHEN T

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)
 04/20/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

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 (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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------------|---|--|-----------------------------------|----------|
| | | | Code | V | Amount | (A) or (D) Price | | | | |
| Common Stock | 04/20/2006 | | S | | 500 | D | \$ 17.58 | 115,507.01 | I | By trust |
| Common Stock | 04/20/2006 | | S | | 600 | D | \$ 17.6 | 114,907.01 | I | By trust |
| Common Stock | 04/20/2006 | | S | | 100 | D | \$ 17.61 | 114,807.01 | I | By trust |
| Common Stock | 04/20/2006 | | S | | 600 | D | \$ 17.62 | 114,207.01 | I | By trust |
| | 04/20/2006 | | S | | 100 | D | | 114,107.01 | I | By trust |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|------------|---|----------|
| Common Stock | | | | | \$ 17.63 | | | |
| Common Stock | 04/20/2006 | S | 300 | D | \$ 17.64 | 113,807.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 200 | D | \$ 17.66 | 113,607.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 100 | D | \$ 17.67 | 113,507.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 100 | D | \$ 17.68 | 113,407.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 400 | D | \$ 17.69 | 113,007.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 200 | D | \$ 17.7 | 112,807.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 200 | D | \$ 17.72 | 112,607.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 400 | D | \$ 17.73 | 112,207.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 200 | D | \$ 17.74 | 112,007.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 1,300 | D | \$ 17.75 | 110,707.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 700 | D | \$ 17.76 | 110,007.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 600 | D | \$ 17.77 | 109,407.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 400 | D | \$ 17.78 | 109,007.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 500 | D | \$ 17.79 | 108,507.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 1,900 | D | \$ 17.8 | 106,607.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 200 | D | \$ 17.81 | 106,407.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 300 | D | \$ 17.82 | 106,107.01 | I | By trust |
| Common Stock | 04/20/2006 | S | 100 | D | \$ 17.83 | 106,007.01 | 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

SEC 1474
(9-02)

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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 Owned Following 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 |
| MCLIN STEPHEN T C/O THE CHARLES SCHWAB CORPORATION 120 KEARNY STREET SAN FRANCISCO, CA 94108 | X | | | |

Signatures

Gwendolyn M. Ely,
Attorney-in-fact

04/21/2006

**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 reporting person also has a direct beneficial ownership interest in 11,769 shares of company common stock.

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.