

SCHWAB CHARLES CORP  
 Form 4  
 May 08, 2007

**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 \*  
 Sasson Gideon

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)  
 05/08/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP and CIO

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	05/08/2007		M		70,000 A \$ 15.02	286,757	D
Common Stock	05/08/2007		S		9,536 D \$ 19.29	277,221	D
Common Stock	05/08/2007		S		3,300 D \$ 19.3	273,921	D
Common Stock	05/08/2007		S		2,800 D \$ 19.31	271,121	D
	05/08/2007		S		2,988 D	268,133	D

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Common Stock					\$	19.32	
Common Stock	05/08/2007	S	19,327	D	\$	19.33	248,806 D
Common Stock	05/08/2007	S	1,800	D	\$	19.34	247,006 D
Common Stock	05/08/2007	S	13,049	D	\$	19.35	233,957 D
Common Stock	05/08/2007	S	5,300	D	\$	19.36	228,657 D
Common Stock	05/08/2007	S	1,700	D	\$	19.37	226,957 D
Common Stock	05/08/2007	S	3,800	D	\$	19.38	223,157 D
Common Stock	05/08/2007	S	6,400	D	\$	19.39	216,757 <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	Am or Num of S
Non-Qualified Stock Option (Right to Buy)	\$ 15.02	05/08/2007		M	70,000	07/18/2002	07/18/2011	Common Stock	70

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

Sasson Gideon  
C/O THE CHARLES SCHWAB CORPORATION  
120 KEARNY STREET  
SAN FRANCISCO, CA 94108

EVP  
and CIO

## Signatures

Jane E. Fry,  
Attorney-in-fact

05/08/2007

\_\_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 an indirect beneficial ownership interest in 10,000 shares held in trust, 2,296 (1) shares held by an ESOP, 1,361 shares held as custodian for his daughter, 1,011 shares held as custodian for his son, and 160 shares held in a 401(k).

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.