

SCHWAB CHARLES CORP  
Form 8-K  
May 09, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 5, 2011

**The Charles Schwab Corporation**

(Exact name of registrant as specified in its charter)

Commission File Number: 1-9700

Delaware  
(State or other jurisdiction)

94-3025021  
(I.R.S. Employer)

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of incorporation)

211 Main Street, San Francisco, CA 94105

Identification No.)

(Address of principal executive offices, including zip code)

(415) 667-7000

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On March 30, 2011, The Charles Schwab Corporation ( CSC ) filed its definitive proxy statement relating to its annual meeting of stockholders to be held on May 17, 2011. In connection with its annual meeting, CSC s Board of Directors recommended a vote approving the amended and restated 2004 Stock Incentive Plan (the Plan ). On May 5, 2011, the Board of Directors approved a further amendment to the plan to delete a provision in Section 5(b) of the Plan that allowed the buy out of stock options for cash. A copy of the Plan, as amended, is attached as Exhibit 10.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibit

10.1 2004 Stock Incentive Plan, as proposed to be amended

**Signature(s)**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THE CHARLES SCHWAB CORPORATION**

Date: May 9, 2011

By: /s/ Joseph R. Martinetto

Joseph R. Martinetto

Executive Vice President and Chief Financial Officer

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
Ex 10.1	2004 Stock Incentive Plan, as proposed to be amended