Edgar Filing: SCHWAB CHARLES CORP - Form 4

	CHARLES CORF)									
Form 4	05 2007										
November (OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMMISSION	OMB	OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5	
Check t if no lor subject Section Form 4 Form 5 obligati- may cor <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.	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 20(b) of the Investment Company Act of 1940									
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Goldman Charles G			2. Issuer Name and Ticker or Trading Symbol SCHWAB CHARLES CORP [SCHW]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (CHARLES SCHW ATION, 120 KEA			of Earliest T Day/Year) 2007	Fransaction			Director X Officer (give below) EVP/COO,			
	(Street)				(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
SAN FRAI	NCISCO, CA 941	08						Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ed Date, if	3.	3. 4. Securities Acquired Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				6.	7. Nature of	
Common Stock	11/01/2007			F	1,246	D	\$ 22.8096	28,029	D		
Common Stock	11/02/2007			А	10,987 ⑴	А	\$ 0	39,016 <u>(2)</u>	D		

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Sec (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Nonqualified Stock Option (right to buy)	\$ 23.3295 (3)	11/01/2007		А	104,457	11/01/2008(4)	11/01/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
Goldman Charles G C/O THE CHARLES SCHWAB CORPORATION 120 KEARNY STREET SAN FRANCISCO, CA 94108			EVP/COO, Schwab Institutional				
Signatures							

Signatures

Jane E. Fry, 11/05/2007 Attorney-in-fact

**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).

The award vests in increments of 25% on November 1, 2008, 2009, 2010 and 2011 based on the company achieving performance targets

- (1) related to pre-tax adjusted income divided by revenue and revenue growth for the applicable one-year performance period beginning on October 1 and ending on the September 30 prior to each vesting date.
- As of the date of this report, the reporting person also had an indirect beneficial ownership interest in 1,416 shares of company stock held (2)by a trust.
- Shares under the option have an exercise price of \$23.3295, which is 103% of the closing price of the company's common stock on the (3) date of grant (\$22.65).
- (4) The option vests 25% on each of the first, second, third, and fourth anniversary of the grant date and has a term of seven years.

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.