

Dwyer Carrie E
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 *
Dwyer Carrie E

(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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/27/2006 | | S ⁽¹⁾ | V | 67 | D | \$ 16.75 280,428 |
| Common Stock | 02/27/2006 | | S | V | 243 | D | \$ 16.74 280,185 |
| Common Stock | 02/27/2006 | | S | V | 172 | D | \$ 16.73 280,013 |
| Common Stock | 02/27/2006 | | S | V | 162 | D | \$ 16.71 279,851 |
| Common Stock | 02/27/2006 | | S | V | 567 | D | \$ 16.7 279,284 |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|---------|---|
| Common Stock | 02/27/2006 | S | 244 | D | \$ 16.69 | 279,040 | D |
| Common Stock | 02/27/2006 | S | 53 | D | \$ 16.68 | 278,987 | D |
| Common Stock | 02/27/2006 | S | 108 | D | \$ 16.67 | 278,879 | D |
| Common Stock | 02/27/2006 | S | 660 | D | \$ 16.66 | 278,219 | D |
| Common Stock | 02/27/2006 | S | 632 | D | \$ 16.65 | 277,587 | D |
| Common Stock | 02/27/2006 | S | 27 | D | \$ 16.64 | 277,560 | D |
| Common Stock | 02/27/2006 | S | 378 | D | \$ 16.63 | 277,182 | D |
| Common Stock | 02/27/2006 | S | 648 | D | \$ 16.62 | 276,534 | D |
| Common Stock | 02/27/2006 | S | 621 | D | \$ 16.61 | 275,913 | D |
| Common Stock | 02/27/2006 | S | 135 | D | \$ 16.6 | 275,778 | D |
| Common Stock | 02/27/2006 | S | 243 | D | \$ 16.59 | 275,535 | D |
| Common Stock | 02/27/2006 | S | 297 | D | \$ 16.58 | 275,238 | D |
| Common Stock | 02/27/2006 | S | 54 | D | \$ 16.56 | 275,184 | D |
| Common Stock | 02/27/2006 | S | 243 | D | \$ 16.55 | 274,941 | D |
| Common Stock | 02/27/2006 | S | 216 | D | \$ 16.54 | 274,725 | D |
| Common Stock | 02/27/2006 | S | 43 | D | \$ 16.53 | 274,682 | D |
| Common Stock | 02/27/2006 | S | 324 | D | \$ 16.51 | 274,358 | D |
| Common Stock | 02/27/2006 | S | 210 | D | \$ 16.49 | 274,148 | D |
| Common Stock | 02/27/2006 | S | 110 | D | \$ 16.47 | 274,038 | D |
| Common Stock | 02/27/2006 | S | 110 | D | \$ 16.45 | 273,928 | D |
| | 02/27/2006 | S | 190 | D | | 273,738 | D |

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 February 9, 2006.
- (2) As of the date of this report, the reporting person also had an indirect beneficial ownership interest in 3,225 shares held in a trust for her daughter, 3,225 shares held in a trust for her son, and 1,062 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.

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