

SCHWAB CHARLES CORP  
 Form 4  
 November 22, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 DODDS CHRISTOPHER V

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)  
 11/21/2006

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

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)
				(A) or (D)	Price		
Common Stock	11/21/2006		M	32,100	A \$ 5.79	269,556	I by Trust
Common Stock	11/21/2006		M	1,656	A \$ 5.79	271,212	I by Trust
Common Stock	11/21/2006		M	33,750	A \$ 6.88	304,962	I by Trust
Common Stock	11/21/2006		S	100	D \$ 18.92	304,862	I by Trust
	11/21/2006		S	100	D	307,762	I by Trust

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Common Stock					\$ 18.93			
Common Stock	11/21/2006	S	200	D	\$ 18.94	307,562	I	by Trust
Common Stock	11/21/2006	S	100	D	\$ 18.95	304,462	I	by Trust
Common Stock	11/21/2006	S	100	D	\$ 18.96	304,362	I	by Trust
Common Stock	11/21/2006	S	200	D	\$ 18.97	304,162	I	by Trust
Common Stock	11/21/2006	S	200	D	\$ 18.98	303,962	I	by Trust
Common Stock	11/21/2006	S	200	D	\$ 19.05	303,762	I	by Trust
Common Stock	11/21/2006	S	100	D	\$ 19.09	303,662	I	by Trust
Common Stock	11/21/2006	S	100	D	\$ 19.1	303,562	I	by Trust
Common Stock	11/21/2006	S	100	D	\$ 19.11	303,462	I	by Trust
Common Stock	11/21/2006	S	200	D	\$ 19.12	303,262	I	by Trust
Common Stock	11/21/2006	S	100	D	\$ 19.13	303,162	I	by Trust
Common Stock	11/21/2006	S	400	D	\$ 19.14	302,762	I	by Trust
Common Stock	11/21/2006	S	1,300	D	\$ 19.15	301,462	I	by Trust
Common Stock	11/21/2006	S	1,875	D	\$ 19.16	299,587	I	by Trust
Common Stock	11/21/2006	S	2,200	D	\$ 19.17	297,387	I	by Trust
Common Stock	11/21/2006	S	4,500	D	\$ 19.18	292,887	I	by Trust
Common Stock	11/21/2006	S	10,556	D	\$ 19.19	282,331	I	by Trust
Common Stock	11/21/2006	S	10,300	D	\$ 19.2	272,031	I	by Trust
Common Stock	11/21/2006	S	6,776	D	\$ 19.21	265,255	I	by Trust
	11/21/2006	S	3,875	D		261,380	I	by Trust

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Common Stock						\$ 19.22			
Common Stock	11/21/2006	S	3,624	D		\$ 19.23	257,756	I	by Trust
Common Stock	11/21/2006	S	900	D		\$ 19.24	256,856	I	by Trust
Common Stock	11/21/2006	S	800	D		\$ 19.26	256,056	I	by Trust
Common Stock	11/21/2006	S	100	D		\$ 19.27	255,956	I	by Trust
Common Stock	11/21/2006	S	677	D		\$ 19.28	255,279 <sup>(1)</sup>	I	by Trust

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. 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
Incentive Stock Option (right to buy)	\$ 5.79	11/21/2006		M	32,100	02/26/1998	02/26/2007	Common Stock	32
Non-Qualified Stock Option (right to buy)	\$ 5.79	11/21/2006		M	1,656	02/26/1998	02/26/2007	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 6.88	11/21/2006		M	33,750	02/26/1998	02/26/2007	Common Stock	1,

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

