

SCHWAB CHARLES CORP
 Form 4
 August 04, 2005

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 *
 Hier-King Jan

(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)

08/03/2005

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 - Human Resources

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/03/2005		M	A	\$ 27,000 3.3519	I	by Trust
Common Stock	08/03/2005		M	A	\$ 27,000 3.3519	I	by Trust
Common Stock	08/03/2005		S	D	\$ 13.71 119,238	I	by Trust
Common Stock	08/03/2005		S	D	\$ 13.72 115,038	I	by Trust
Common Stock	08/03/2005		S	D	\$ 13.73 99,438	I	by Trust

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Common Stock	08/03/2005	S	4,100	D	\$ 13.74	95,338	I	by Trust
Common Stock	08/03/2005	S	4,700	D	\$ 13.75	90,638	I	by Trust
Common Stock	08/03/2005	S	7,600	D	\$ 13.76	83,038	I	by Trust
Common Stock	08/03/2005	S	7,400	D	\$ 13.77	75,638	I	by Trust
Common Stock	08/03/2005	S	3,100	D	\$ 13.78	72,538	I	by Trust
Common Stock	08/03/2005	S	400	D	\$ 13.79	72,138 ⁽¹⁾	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
Incentive Stock Option (Right to Buy)	\$ 3.3519	08/03/2005		M	27,000	12/07/1996 12/07/2005	Common Stock 27
Non-Qualified Stock Option (Right to Buy)	\$ 3.3519	08/03/2005		M	27,000	12/07/1996 12/07/2005	Common Stock 27

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hier-King Jan			EVP - Human Resources	

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

Signatures

Jan Hier-King

08/04/2005

 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).
- (1) As of the date of this report, the reporting person also had a direct beneficial ownership interest in 15,464 shares and an indirect beneficial ownership interest in 6,765 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.

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.