

SCHWAB CHARLES CORP  
 Form 4  
 July 31, 2008

**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 \*  
**FISHER DONALD G**

(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 [SCHW]**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/29/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/29/2008		M		8,028 A \$ 18.6862	I	by Trust
Common Stock	05/29/2008		M		13,111 A \$ 9.7245	I	by Trust
Common Stock	05/29/2008		M		12,907 A \$ 11.6217	I	by Trust
Common Stock	05/29/2008		M		5,244 A \$ 9.3145	I	by Trust
	05/29/2008		M		5,244 A \$ 9.0571	I	by Trust

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Common Stock									
Common Stock	05/29/2008		M	5,244	A	\$ 11.0401	3,587,153	I	by Trust
Common Stock	05/29/2008		M	2,622	A	\$ 15.1683	3,589,775	I	by Trust
Common Stock	05/29/2008		M	1,955	A	\$ 20.1354	3,591,730 <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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(9-02)

**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)	Am or Num of S	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 18.6862	07/29/2008		M	8,028	05/15/2001	05/15/2011	Common Stock	8,
Non-Qualified Stock Option (right to buy)	\$ 9.7245	07/29/2008		M	13,111	09/24/2001	09/24/2011	Common Stock	13
Non-Qualified Stock Option (right to buy)	\$ 11.6217	07/29/2008		M	12,907	05/15/2003	05/15/2012	Common Stock	12
Non-Qualified Stock Option (right to buy)	\$ 9.3145	07/29/2008		M	5,244	05/15/2004	05/15/2013	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 9.0571	07/29/2008		M	5,244	05/17/2005	05/17/2014	Common Stock	5,
Non-Qualified Stock Option	\$ 11.0401	07/29/2008		M	5,244	05/23/2006	05/23/2015	Common Stock	5,

(right to buy)

Non-Qualified  
Stock Option \$ 15.1683 07/29/2008  
(right to buy)

M

2,622

05/22/2007

05/22/2016

Common  
Stock

2,

Non-Qualified  
Stock Option \$ 20.1354 07/29/2008  
(right to buy)

M

1,955

05/21/2008

05/21/2017

Common  
Stock

1,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER DONALD G C/O THE CHARLES SCHWAB CORPORATION 120 KEARNY STREET SAN FRANCISCO, CA 94108	X			

## Signatures

Jane E. Fry,  
Attorney-in-fact 07/31/2008

\*\*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) The reporting person also has a direct beneficial ownership interest in 21,205 shares of company common stock.

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.