

Dwyer Carrie E  
 Form 4  
 October 24, 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

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)  
 10/23/2006

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	10/23/2006		S	D	\$ 16.89	279,395	D
Common Stock	10/23/2006		S	D	\$ 16.9	279,295	D
Common Stock	10/23/2006		S	D	\$ 16.92	279,095	D
Common Stock	10/23/2006		S	D	\$ 16.93	278,895	D
	10/23/2006		S	D		278,795	D

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Common Stock					\$ 16.98		
Common Stock	10/23/2006	S	100	D	\$ 16.99	278,695	D
Common Stock	10/23/2006	S	100	D	\$ 17	278,595	D
Common Stock	10/23/2006	S	200	D	\$ 17.01	278,395	D
Common Stock	10/23/2006	S	200	D	\$ 17.02	278,195	D
Common Stock	10/23/2006	S	388	D	\$ 17.03	277,807	D
Common Stock	10/23/2006	S	100	D	\$ 17.04	277,707	D
Common Stock	10/23/2006	S	200	D	\$ 17.05	277,507	D
Common Stock	10/23/2006	S	100	D	\$ 17.07	277,407	D
Common Stock	10/23/2006	S	300	D	\$ 17.1	277,107	D
Common Stock	10/23/2006	S	300	D	\$ 17.11	276,807	D
Common Stock	10/23/2006	S	100	D	\$ 17.12	276,707	D
Common Stock	10/23/2006	S	612	D	\$ 17.13	276,095	D
Common Stock	10/23/2006	S	300	D	\$ 17.14	275,795	D
Common Stock	10/23/2006	S	200	D	\$ 17.15	275,595	D
Common Stock	10/23/2006	S	100	D	\$ 17.16	275,495 <sup>(1)</sup>	D

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)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dwyer Carrie E C/O THE CHARLES SCHWAB CORPORATION 120 KEARNY STREET SAN FRANCISCO, CA 94108			EVP and General Counsel	

## Signatures

Carrie E. Dwyer                      10/24/2006  
 \*\*Signature of                      Date  
 Reporting Person

## 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 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 1,065 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.