

SCHWAB CHARLES CORP

Form 4

May 24, 2006

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BECHTLE NANCY H**

(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)  
**05/22/2006**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 05/22/2006                              |                                                             | A                                       | (A)<br>or<br>(D)<br>A                                                   | Amount<br>3,712<br>(1)<br>Price<br>\$<br>16.17                                                                     | 20,536 (2)                                                           | D                                       |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

# Edgar Filing: SCHWAB CHARLES CORP - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 15.91                                                           | 05/22/2006                              |                                                             | A                                    | 5,000                                                                                                           | (3)<br>05/21/2016                                              | Common<br>Stock 5,000                                            |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships |              |         |       |
|-------------------------------------------------------------------------------------------------------|---------------|--------------|---------|-------|
|                                                                                                       | Director      | 10%<br>Owner | Officer | Other |
| BECHTLE NANCY H<br>C/O THE CHARLES SCHWAB CORPORATION<br>120 KEARNY STREET<br>SAN FRANCISCO, CA 94108 | X             |              |         |       |

## Signatures

Gwendolyn M. Ely,  
Attorney-in-fact 05/24/2006

\_\_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 shares were granted under the Company's 2004 Stock Incentive Plan and vest 25% on the first and second anniversary of the date of grant and 50% on the third anniversary of the date of grant.
- (2) The reporting person also has an indirect beneficial ownership interest in 189,872.59 shares held in trust.
- (3) The option was granted under the Company's 2004 Stock Incentive Plan and vests 25% on the first and second anniversary of the date of grant and 50% on the third anniversary of the date of grant.

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.