

SCHWAB CHARLES CORP  
 Form 4  
 February 28, 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)

02/25/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/25/2005                           |  | S                              | 37  | D \$ 10.57  | 19,516   | D                                 |
| Common Stock                    | 02/25/2005                           |  | S                              | 74  | D \$ 10.58  | 19,442   | D                                 |
| Common Stock                    | 02/25/2005                           |  | S                              | 223   | D \$ 10.6   | 19,219   | D                                 |
| Common Stock                    | 02/25/2005                           |  | S                              | 223   | D \$ 10.61  | 18,996   | D                                 |
| Common Stock                    | 02/25/2005                           |  | S                              | 185   | D \$ 10.62  | 18,811   | D                                 |

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|              |            |   |     |   |          |                       |   |
|--------------|------------|---|-----|---|----------|-----------------------|---|
| Common Stock | 02/25/2005 | S | 371 | D | \$ 10.63 | 18,440                | D |
| Common Stock | 02/25/2005 | S | 408 | D | \$ 10.64 | 18,032                | D |
| Common Stock | 02/25/2005 | S | 408 | D | \$ 10.65 | 16,724                | D |
| Common Stock | 02/25/2005 | S | 297 | D | \$ 10.66 | 17,327                | D |
| Common Stock | 02/25/2005 | S | 297 | D | \$ 10.67 | 17,030                | D |
| Common Stock | 02/25/2005 | S | 111 | D | \$ 10.68 | 16,919                | D |
| Common Stock | 02/25/2005 | S | 111 | D | \$ 10.69 | 16,808                | D |
| Common Stock | 02/25/2005 | S | 111 | D | \$ 10.7  | 16,997                | D |
| Common Stock | 02/25/2005 | S | 232 | D | \$ 10.72 | 16,465                | D |
| Common Stock | 02/25/2005 | S | 260 | D | \$ 10.73 | 16,205                | D |
| Common Stock | 02/25/2005 | S | 148 | D | \$ 10.74 | 16,057                | D |
| Common Stock | 02/25/2005 | S | 148 | D | \$ 10.75 | 15,909                | D |
| Common Stock | 02/25/2005 | S | 111 | D | \$ 10.76 | 15,798                | D |
| Common Stock | 02/25/2005 | S | 223 | D | \$ 10.77 | 15,575                | D |
| Common Stock | 02/25/2005 | S | 74  | D | \$ 10.78 | 15,501                | D |
| Common Stock | 02/25/2005 | S | 74  | D | \$ 10.79 | 15,427 <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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Hier-King Jan<br>C/O THE CHARLES SCHWAB CORPORATION<br>120 KEARNY STREET<br>SAN FRANCISCO, CA 94108 |               |           | EVP - Human Resources |       |

## Signatures

Jan Hier-King                      02/28/2005  
 \*\*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 72,138 shares held in trust and 6,755 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.