#### SCHWAB CHARLES CORP

Form 4/A June 07, 2006

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ALDINGER WILLIAM F III

2. Issuer Name and Ticker or Trading

Symbol

SCHWAB CHARLES CORP [SCHW]

3. Date of Earliest Transaction

(Check all applicable)

5. Relationship of Reporting Person(s) to

10% Owner

(Last) (First) (Middle)

(Month/Day/Year) 05/22/2006

Officer (give title Other (specify

C/O THE CHARLES SCHWAB CORPORATION, 120 KEARNY STREET

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year) 05/24/2006

6. Individual or Joint/Group Filing(Check

Applicable Line)

X\_ Director

Issuer

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

SAN FRANCISCO, CA 94108

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount Price (D)

Common Stock

05/22/2006

3,712 \$0

(1)

9,212

D

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)

### Edgar Filing: SCHWAB CHARLES CORP - Form 4/A

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. Transactic Code (Instr. 8)	5. Number on f 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 15.91	05/22/2006		A	5,000	(2)	05/22/2016	Common Stock	5,00

# **Reporting Owners**

Relationships

ALDINGER WILLIAM F III C/O THE CHARLES SCHWAB CORPORATION 120 KEARNY STREET SAN FRANCISCO, CA 94108



## **Signatures**

Gwendolyn M. Ely, Attorney-in-fact

06/07/2006

\*\*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 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.

Reporting Owners 2