SHULTZ GEORGE P
Form 4
April 09, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Shultz, George P.	**The Charles Schwab Corporation (SCH)**	
(Last) (First) (Middle) **c/o The Charles Schwab Corporation** **120 Kearny Street**	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year **April 7, 2003**	**X** Director 10% Owner _ Officer (give title below) Other (specify below)
(Street) **San Francisco**, **CA 94108**	5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) **X** Form filed by One Reporting Person _ Form filed by More than One Reporting Person
(City) (State) (Zip)		

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

1. Title of Security (Instr. 3)	2. Trans-action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans-action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Follow-ing Reported Transactions(s) (Instr. 3 & 4)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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. Conver-sion or Exercise Price of Derivative Security	3. Trans-action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans-action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 &	6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Owner-ship Form of Deriv-ative Security: Direct (D) or	11. Natur of Indirec Beneficia Ownersh (Instr. 4)

				5)										Indirect (I) (Instr. 4)	
				Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares				
Right to Acquire Actual Stock	**$8.30**	**4/7/03**		**A**(1)		**2,813.25**		**4/7/03**	**4/7/13**	**Common Stock**	**2,813.25**		**2,813.25**	**D**	

Explanation of Responses:

(1) The right-to-acquire shares were received pursuant to the Directors' Deferred Compensation Plan (the "Plan") and are held in a rabbi trust for the benefit of the reporting pursuant to the terms of the Plan.

By: /s/ **Jane Fry, Attorney-in-fact** **4/9/03**
George P. Shultz Date
**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, See Instruction 6 for procedure.

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POWER OF ATTORNEY

I, George P. Shultz, appoint each of Carrie Dwyer, W. Hardy Callcott, Willie C. Bogan, R. Scott M

(1) Execute on my behalf and in my capacity as an officer and/or director of the Company, For

(2) Perform any and all acts on my behalf which may be necessary or desirable to complete and

(3) Take any other action in connection with the foregoing which, in the opinion of such atto

I grant to each such attorney-in-fact full power and authority to do and perform any act necessar

I acknowledge that the attorneys-in-fact, in serving in such capacity at my request, are not assu

This Power of Attorney shall remain in full force and effect until I am no longer required to fil