

SCHWAB CHARLES CORP

Form 4

November 05, 2007

**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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Saeger Rebecca

(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)  
11/01/2007

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 & Chief Marketing Officer

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<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. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                   |
| Common<br>Stock                       | 11/01/2007                              |                                                             | A                                    |                                                                         | 7,691<br>(1)                                                                                                       | \$ 0                                                                    | 51,855 D                                                          |
| Common<br>Stock                       | 11/01/2007                              |                                                             | F                                    |                                                                         | 1,744                                                                                                              | \$<br>22.8096                                                           | 50,111 D                                                          |
| Common<br>Stock                       | 11/02/2007                              |                                                             | M                                    |                                                                         | 23,600                                                                                                             | A \$ 10.51                                                              | 73,111 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**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying<br>(Instr. 3 and 4) |                  |                    |                 |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------|------------------|--------------------|-----------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D)                                            | Date Exercisable | Expiration<br>Date | Title           |
| Nonqualified<br>Stock Option<br>(right to buy)      | \$ 23.3295<br>(2)                                                     | 11/01/2007                              |                                                             | A                                       |                                                                                                        | 73,120                                                         |                                                | 11/01/2008(3)    | 11/01/2014         | Common<br>Stock |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 10.51                                                              | 11/02/2007                              |                                                             | M                                       |                                                                                                        | 23,600                                                         |                                                | 04/20/2005       | 04/20/2014         | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships                    |
|------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                      | Director 10% Owner Officer Other |
| Saeger Rebecca<br>C/O THE CHARLES SCHWAB CORPORATION<br>120 KEARNY STREET<br>SAN FRANCISCO, CA 94108 | EVP & Chief Marketing Officer    |

## Signatures

Jane E. Fry,  
Attorney-in-fact 11/05/2007

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).

- The award vests in increments of 25% on November 1, 2008, 2009, 2010 and 2011 based on the company achieving performance targets
- (1) related to pre-tax adjusted income divided by revenue and revenue growth for the applicable one-year performance period beginning on October 1 and ending on the September 30 prior to each vesting date.
  - (2) Shares under the option have an exercise price of \$23.3295, which is 103% of the closing price of the company's common stock on the date of grant (\$22.65).
  - (3) The option vests 25% on each of the first, second, third, and fourth anniversary of the grant date and has a term of seven years.

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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