

Dwyer Carrie E
Form 4
October 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dwyer Carrie E

(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)
10/23/2006

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 and General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	10/23/2006		S		100	D \$ 16.89	279,395	D	
Common Stock	10/23/2006		S		100	D \$ 16.9	279,295	D	
Common Stock	10/23/2006		S		200	D \$ 16.92	279,095	D	
Common Stock	10/23/2006		S		200	D \$ 16.93	278,895	D	
	10/23/2006		S		100	D	278,795	D	

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Common Stock					\$ 16.98		
Common Stock	10/23/2006	S	100	D	\$ 16.99	278,695	D
Common Stock	10/23/2006	S	100	D	\$ 17	278,595	D
Common Stock	10/23/2006	S	200	D	\$ 17.01	278,395	D
Common Stock	10/23/2006	S	200	D	\$ 17.02	278,195	D
Common Stock	10/23/2006	S	388	D	\$ 17.03	277,807	D
Common Stock	10/23/2006	S	100	D	\$ 17.04	277,707	D
Common Stock	10/23/2006	S	200	D	\$ 17.05	277,507	D
Common Stock	10/23/2006	S	100	D	\$ 17.07	277,407	D
Common Stock	10/23/2006	S	300	D	\$ 17.1	277,107	D
Common Stock	10/23/2006	S	300	D	\$ 17.11	276,807	D
Common Stock	10/23/2006	S	100	D	\$ 17.12	276,707	D
Common Stock	10/23/2006	S	612	D	\$ 17.13	276,095	D
Common Stock	10/23/2006	S	300	D	\$ 17.14	275,795	D
Common Stock	10/23/2006	S	200	D	\$ 17.15	275,595	D
Common Stock	10/23/2006	S	100	D	\$ 17.16	275,495 ⁽¹⁾	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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dwyer Carrie E
C/O THE CHARLES SCHWAB CORPORATION
120 KEARNY STREET
SAN FRANCISCO, CA 94108

EVP and General Counsel

Signatures

Carrie E. Dwyer 10/24/2006

__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 3,225 shares held in a trust for her daughter, 3,225 shares held in a trust for her son, and 1,065 shares held by an ESOP.

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