

SCHWAB CHARLES CORP  
 Form 3  
 February 08, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

McCool James D  
 (Last) (First) (Middle)

C/O THE CHARLES SCHWAB CORPORATION, 120 KEARNY STREET

(Street)

SAN FRANCISCO, CA 94108

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 02/02/2007

3. Issuer Name and Ticker or Trading Symbol  
 SCHWAB CHARLES CORP [SCHW]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 EVP - Corp. & Retirement Svcs.

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	66,932 <sup>(1)</sup>	D	^
Common Stock	4,562	I	by ESOP
Common Stock	7,832	I	by 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Incentive Stock Option (right to buy)	02/23/1999 <sup>(2)</sup>	02/23/2008	Common Stock	4,500	\$ 8.7222	D	Â
Non-Qualified Stock Option (right to buy)	02/25/2000 <sup>(2)</sup>	02/25/2009	Common Stock	5,700	\$ 23.3125	D	Â
Incentive Stock Option (right to buy)	02/25/2000 <sup>(2)</sup>	02/25/2009	Common Stock	5,700	\$ 23.3125	D	Â
Non-Qualified Stock Option (right to buy)	11/01/2000 <sup>(2)</sup>	11/01/2009	Common Stock	2,250	\$ 25.9166	D	Â
Incentive Stock Option (right to buy)	02/23/2001 <sup>(2)</sup>	02/23/2010	Common Stock	2,850	\$ 26.375	D	Â
Non-Qualified Stock Option (right to buy)	02/23/2001 <sup>(2)</sup>	02/23/2010	Common Stock	600	\$ 26.375	D	Â
Non-Qualified Stock Option (right to buy)	10/25/2001 <sup>(2)</sup>	10/25/2010	Common Stock	1,500	\$ 31.0625	D	Â
Non-Qualified Stock Option (right to buy)	12/13/2001 <sup>(2)</sup>	12/13/2010	Common Stock	4,500	\$ 30.125	D	Â
Incentive Stock Option (right to buy)	12/13/2001 <sup>(2)</sup>	12/13/2010	Common Stock	4,500	\$ 30.125	D	Â
Non-Qualified Stock Option (right to buy)	12/15/2003 <sup>(6)</sup>	12/15/2010	Common Stock	15,000	\$ 28.75	D	Â
Incentive Stock Option (right to buy)	02/28/2002 <sup>(2)</sup>	02/28/2011	Common Stock	2,500	\$ 20.9	D	Â
Non-Qualified Stock Option (right to buy)	02/28/2002 <sup>(2)</sup>	02/28/2011	Common Stock	2,500	\$ 20.9	D	Â
Non-Qualified Stock Option (right to buy)	05/04/2001 <sup>(3)</sup>	05/04/2011	Common Stock	2,000	\$ 20.68	D	Â
Non-Qualified Stock Option (right to buy)	07/18/2002 <sup>(4)</sup>	07/18/2011	Common Stock	57,367	\$ 15.02	D	Â
Incentive Stock Option (right to buy)	07/18/2002 <sup>(4)</sup>	07/18/2011	Common Stock	2,633	\$ 15.02	D	Â
Non-Qualified Stock Option (right to buy)	02/27/2003 <sup>(4)</sup>	02/27/2012	Common Stock	6,000	\$ 13.11	D	Â
Incentive Stock Option (right to buy)	02/27/2003 <sup>(4)</sup>	02/27/2012	Common Stock	6,000	\$ 13.11	D	Â

Non-Qualified Stock Option (right to buy)	11/08/2004 <sup>(7)</sup>	11/08/2012	Common Stock	7,000	\$ 9.71	D	Â
Non-Qualified Stock Option (right to buy)	12/15/2004 <sup>(8)</sup>	09/30/2011	Common Stock	27,373	\$ 9.19	D	Â
Non-Qualified Stock Option (right to buy)	10/30/2006 <sup>(5)</sup>	10/30/2013	Common Stock	45,045	\$ 19.186	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCool James D C/O THE CHARLES SCHWAB CORPORATION 120 KEARNY STREET SAN FRANCISCO, CA 94108	Â	Â	Â EVP - Corp. & Retirement Svcs.	Â

## Signatures

James D.  
McCool

02/08/2007

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- Of these shares, 4,786 vest on February 25, 2007; 3,461 vest on December 15, 2007; 3,462 vest on December 15, 2008; 3,348 vest on
- (1) July 25 of each of the following years: 2007, 2008, 2009 and 2010; and 3,487 vest on October 30 of each the following years: 2007, 2008, 2009 and 2010.
  - (2) The options were granted under the 1992 Stock Incentive Plan and vested in four equal installments beginning on the first anniversary of the grant date.
  - (3) The options were granted under the 1992 Stock Incentive Plan and/or the 2001 Stock Incentive Plan and vested immediately.
  - (4) The options were granted under the 1992 Stock Incentive Plan and/or the 2001 Stock Incentive Plan and vested in four equal installments beginning on the first anniversary of the grant date.
  - (5) The options were granted under the 2004 Stock Incentive Plan and vest in four equal installments beginning on the first anniversary of the grant date.
  - (6) Half of these options vested on the third anniversary of the grant date and the other half vested on the fourth anniversary of the grant date.
  - (7) The options were granted under the 1992 Stock Incentive Plan and/or 2001 Stock Incentive Plan and vested 25% on each of the second and third anniversary of the grant date and 50% on the fourth anniversary of the grant date.
  - (8) The options were granted under the 1992 Stock Incentive Plan and/or 2001 Stock Incentive Plan and vest in four equal annual installments beginning on December 15, 2004.

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.