

SCHWAB CHARLES CORP

Form 4

November 18, 2004

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lyons Jeffrey M

(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 [SCH]

3. Date of Earliest Transaction
(Month/Day/Year)

11/16/2004

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)

Executive Vice President

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	11/16/2004		S		1,100 D \$ 10.37	416,401	I by Trust
Common Stock	11/16/2004		S		400 D \$ 10.39	416,001	I by Trust
Common Stock	11/16/2004		S		2,400 D \$ 10.4	413,601	I by Trust
Common Stock	11/16/2004		S		800 D \$ 10.41	412,801	I by Trust
Common Stock	11/16/2004		S		3,300 D \$ 10.42	409,501	I by Trust

Edgar Filing: SCHWAB CHARLES CORP - Form 4

Common Stock	11/16/2004	S	2,800	D	\$ 10.43	406,701	I	by Trust
Common Stock	11/16/2004	S	2,200	D	\$ 10.44	404,501	I	by Trust
Common Stock	11/16/2004	S	3,000	D	\$ 10.45	401,501	I	by Trust
Common Stock	11/16/2004	S	2,600	D	\$ 10.46	398,901	I	by Trust
Common Stock	11/16/2004	S	500	D	\$ 10.47	398,401	I	by Trust
Common Stock	11/16/2004	S	1,600	D	\$ 10.48	396,801	I	by Trust
Common Stock	11/16/2004	S	900	D	\$ 10.49	395,901	I	by Trust
Common Stock	11/16/2004	S	1,100	D	\$ 10.5	394,801	I	by Trust
Common Stock	11/16/2004	S	1,700	D	\$ 10.52	393,101	I	by Trust
Common Stock	11/16/2004	S	600	D	\$ 10.53	392,501 ⁽¹⁾	I	by Trust

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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. 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
Lyons Jeffrey M C/O THE CHARLES SCHWAB CORPORATION 120 KEARNY STREET SAN FRANCISCO, CA 94108			Executive Vice President	

Signatures

Jeffrey M.
Lyons

11/18/2004

 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 reporting person also has a direct beneficial ownership interest in 138,068 shares and an indirect beneficial ownership interest in 236,249 shares held in an ESOP, 9,577 shares held in a 401(k), and 22,524 shares held by his spouse in an ESOP.

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.