

SCHWAB CHARLES R
Form SC 13D/A
May 17, 2011

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO §240.13d-1(a) AND AMENDMENTS THERETO FILED**

PURSUANT TO §240.13d-2(a)

(Amendment No. 13)*

The Charles Schwab Corporation
(Name of Issuer)
Common Stock, par value \$0.01 per share
(Title of Class of Securities)
808513-10-5
(CUSIP Number)

Lawrence B. Rabkin, Esq.
Howard Rice Nemerovski Canady Falk & Rabkin,
A Professional Corporation
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San Francisco, CA 94111-4024
(415) 434-1600

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)
April 25, 2011
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Item 1. Security and Issuer.

This Amendment No. 13 to Schedule 13D (this Schedule 13D) relates to the common stock, par value \$0.01 per share (Common Stock), of The Charles Schwab Corporation (the Issuer).

The address of the principal executive office of the Issuer is:

The Charles Schwab Corporation
211 Main Street
San Francisco, California 94105

Item 2. Identity and Background.

- (a) Mr. Charles R. Schwab
- (b) The Charles Schwab Corporation
211 Main Street
San Francisco, California 94105
- (c) Chairman and Director
The Charles Schwab Corporation
211 Main Street
San Francisco, California 94105
- (d) Inapplicable
- (e) Inapplicable
- (f) United States of America

Item 3. Source and Amount of Funds or Other Consideration.

Inapplicable

Item 4. Purpose of Transaction.

The shares of Common Stock are held for personal investment, except as noted in Item 5 below.

Item 5. Interest in Securities of the Issuer.

(a) 197,978,524 shares of Common Stock (including 3,871,758 shares which may be acquired within 60 days upon exercise of options) reported as of the filing of this Schedule 13D represent (for the purposes of this Schedule 13D) approximately 16.3% of the Common Stock outstanding.

(b) The 197,978,524 shares of Common Stock referred to in Item 5(a) above consist of: (i) 9,369,117 shares of Common Stock (including 3,871,758 shares which may be acquired within 60 days upon exercise of options) as to which Mr. Schwab has sole voting and dispositive power; and (ii) 188,609,407 shares of Common Stock as to which Mr. Schwab has shared voting power and shared dispositive power (including 129,461,887 shares held by Mr. and Mrs. Schwab as trustees of The Charles & Helen Schwab Living Trust; 41,111,990 shares held by HOS Family Partners, LLC, a limited liability company organized and existing under the laws of the State of Delaware as to which Mr. and Mrs. Schwab are two of three members with shared voting and dispositive power; 6,884,465 shares held by Mrs. Schwab; 11,145,065 shares held by the Charles & Helen Schwab Foundation, a nonprofit public benefit corporation as to which Mr. and Mrs. Schwab, as two of four directors, have shared voting and dispositive power but disclaim beneficial ownership; and 6,000 shares held in the Kevin P. O'Neill Children's Trust for which Mr. Schwab acts as trustee).

(c) The following transactions in Common Stock were effected by Mr. Schwab in the sixty days prior to the filing of this Schedule 13D:

Date of Transaction	Amount of Securities Involved	Nature of Transaction	Price Per Share	Where and How Effected
3/01/2011	126,812 ¹	Acquisition	\$18.66	Option Grant
4/20/2011	273,100	Disposition	N/A	Gift

The following transactions in Common Stock were effected by The Charles & Helen Schwab Living Trust in the sixty days prior to the filing of this Schedule 13D:

Date of Transaction	Amount of Securities Involved	Nature of Transaction	Price Per Share	Where and How Effected
4/21/2011	1,000,000	Sale	\$18.7156 ²	Open Market
4/25/2011	2,000,000	Sale	\$18.4687 ³	Open Market
4/26/2011	176,000	Disposition	N/A	Gift
4/26/2011	90,500	Disposition	N/A	Gift

(d) No other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by Mr. Schwab, except for the Charles & Helen Schwab Foundation and HOS Family Partners LLC, as noted in Item 5(b) above.

(e) Inapplicable

¹This option was granted under The Charles Schwab Corporation's 2004 Stock Incentive Plan at an exercise price of \$18.66 per share.

²This transaction was executed in multiple trades at prices ranging from \$18.64 to \$18.86. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff full

information regarding the number of shares and prices at which the transaction was effected.

³This transaction was executed in multiple trades at prices ranging from \$18.3575 to \$18.65. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff full information regarding the number of shares and prices at which the transaction was effected.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

1. Registration Rights and Stock Restriction Agreement dated as of March 31, 1987 between Mr. Schwab and CL Acquisition Corporation (now named The Charles Schwab Corporation), which Agreement requires that share transfers be made in accordance with state and federal securities laws and subject to protection of the issuer's rights and further provides for registration rights in certain circumstances.
2. Non-Qualified Stock Option Agreement dated as of April 19, 2004 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2001 Stock Incentive Plan.
3. Premium-Priced Stock Option Agreement dated as of October 20, 2005 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan.
4. Premium-Priced Stock Option Agreement dated as of October 30, 2006 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan.
5. Premium-Priced Stock Option Agreement dated as of November 1, 2007 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan.
6. Non-Qualified Stock Option Agreement dated as of November 2, 2009 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan.
7. Restricted Stock Unit Agreement dated as of November 2, 2009 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan.
8. Non-Qualified Stock Option Agreement dated as of March 1, 2010 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan.
9. Non-Qualified Stock Option Agreement dated as of August 2, 2010 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan.
10. Restricted Stock Unit Agreement dated as of November 1, 2010 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan.
11. Non-Qualified Stock Option Agreement dated as of November 1, 2010 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan.
12. Non-Qualified Stock Option Agreement dated as of March 1, 2011 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan.

Also, the responses to Items 4 and 5 of this Schedule 13D are incorporated herein by reference.

Item 7. Material to Be Filed as Exhibits.

1. Registration Rights and Stock Restriction Agreement dated as of March 31, 1987 between Charles R. Schwab and CL Acquisition Corporation (now named The Charles Schwab Corporation).*
2. Non-Qualified Stock Option Agreement dated as of April 19, 2004 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2001 Stock Incentive Plan. **
3. Premium-Priced Stock Option Agreement dated as of October 20, 2005 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan. ***
4. Premium-Priced Stock Option Agreement dated as of October 30, 2006 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan. ****
5. Premium-Priced Stock Option Agreement dated as of November 1, 2007 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan.
6. Non-Qualified Stock Option Agreement dated as of November 2, 2009 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan.
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11. Non-Qualified Stock Option Agreement dated as of November 1, 2010 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan.
12. Non-Qualified Stock Option Agreement dated as of March 1, 2011 between The Charles Schwab Corporation and Mr. Schwab pursuant to the 2004 Stock Incentive Plan.

* Incorporated by reference to Exhibit 1 to Amendment No. 8 to Mr. Schwab's Schedule 13D dated July 31, 1995.

** Incorporated by reference to Exhibit 3 to Amendment No. 11 to Mr. Schwab's Schedule 13D dated March 9, 2006.

*** Incorporated by reference to Exhibit 4 to Amendment No. 11 to Mr. Schwab's Schedule 13D dated March 9, 2006.

**** Incorporated by reference to Exhibit 5 to Amendment No. 12 to Mr. Schwab's Schedule 13D dated July 10, 2007.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 16, 2011

/s/ Charles R. Schwab

Charles R. Schwab
