

SCHWAB CHARLES CORP
 Form 4
 March 18, 2003

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
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| 1. Name and Address of Reporting Person* Pottruck, David S. (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol The Charles Schwab Corporation ("SCH") | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — 10% Owner <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) President and Co-Chief Executive Officer | | | |
|--|---|---|--|---|---|------------|--|--|---|---|
| c/o The Charles Schwab Corporation 120 Kearny Street | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year March 14, 2003 | | | | | |
| (Street) San Francisco, CA 94108 | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | |
| 1. Title of Security (Instr. 3) | 2. Trans-action Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Trans-action Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned Follow-ing Reported Transactions(s) (Instr. 3 & 4) | 6. Owner-ship 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 | 3/14/03 | | A ⁽¹⁾ | | 365,498 | A | \$6.84 | 440,827.00 | D | |
| Common Stock | | | | | | | | 179,528.63 | I | By 401(k) |
| Common Stock | | | | | | | | 963,859.68 | I | By ESOP |
| Common Stock | | | | | | | | 1,315.00 | I | By Management Trust |
| Common Stock | | | | | | | | 4,181,706.79 | I | By Revocable Trust |
| Common Stock | | | | | | | | 23,362.00 | I | By Spouse |
| Common Stock | | | | | | | | 1,315.00 | I | By Spouse in Trust |
| Common Stock | | | | | | | | 137,198.97 | I | By Trust B |

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| | | | | | | | | | | |
|--------------|--|--|--|--|--|--|--|------------|---|------------|
| Common Stock | | | | | | | | 137,198.97 | I | By Trust C |
| Common Stock | | | | | | | | 3,199.96 | I | By Trust D |
| Common Stock | | | | | | | | 16,281.00 | I | GRAT 1 |
| Common Stock | | | | | | | | 10,065.00 | I | GRAT 2 |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 (A) or Disposed of (D) (Instr. 3, 4 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| | | | | | | | | | | | | | | |

Explanation of Responses:

(1) The shares were granted pursuant to the Company's 2001 Stock Incentive Plan and will fully vest on the fifth anniversary of the grant date. However, if certain performance goals are met or exceeded on either the third or fourth anniversary of the grant date, the vesting of the shares will accelerate and the shares will then fully vest.

By: /s/ **David S. Pottruck**
David S. Pottruck
 **Signature of Reporting Person

3/18/03
 Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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