

MCLIN STEPHEN T  
Form 4  
November 27, 2002

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

OMB APPROVAL

**FORM 4**

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**

OMB Number: 3235-0287  
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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 Romeo & Dye's Instant Form 4 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>McLin, Stephen T.</b> (Last) (First) (Middle)			2. Issuer Name <b>and</b> Ticker or Trading Symbol <b>The Charles Schwab Corporation (SCH)</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below)		
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 <b>November 25, 2002</b>		
(Street) <b>San Francisco, CA 94108</b>			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		

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	11/25/02		S		30,375	D	\$11.9628							D		
Common Stock	11/25/02		M		13,500	A	\$2.6800							D		
Common Stock	11/25/02		M		16,875	A	\$2.6800					139,361.013		D		

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	2. Conver-sion or Exercise	3. Trans-action Date	3A. Deemed Execution	4. Trans-action	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities	10. Owner-ship	11. Na of Ind Benef
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	Date, if any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		(Month/Day/Year)		Securities (Instr. 3 & 4)		(Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Owner (Instr. 4)
				Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares				
<b>Non-Qualified Stock Option (right to buy)</b>	<b>\$2.6800</b>	<b>11/25/02</b>		<b>M</b>		<b>13,500</b>		<b>5/15/95</b>	<b>5/15/05</b>	<b>Common Stock</b>	<b>13,500</b>		<b>0</b>	<b>D</b>	
<b>Non-Qualified Stock Option (right to buy)</b>	<b>\$3.6500</b>	<b>11/25/02</b>		<b>M</b>		<b>16,875</b>		<b>5/15/96</b>	<b>5/15/06</b>	<b>Common Stock</b>	<b>16,875</b>		<b>0</b>	<b>D</b>	

Explanation of Responses:

By: /s/ Stephen T. McLin  
**Stephen T. McLin**  
 \*\*Signature of Reporting Person

11/27/02  
 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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