

SCHWAB CHARLES CORP  
 Form 4  
 November 12, 2002

**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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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>Atwell, William L.</b> (Last) (First) (Middle) <b>120 Kearny Street</b>  (Street) <b>San Francisco, CA 94104</b>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>The Charles Schwab Corporation (SCH)</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <b>Executive Vice President</b>			
			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year <b>November 8, 2002</b>		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			
					5. If Amendment, Date of Original (Month/Day/Year)					
<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>										
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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Acquired (A) or Disposed of (D)	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)	11. Nature of Ownership (Instr. 4)
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				(Instr. 3, 4 & 5)		Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares		or Indirect (I) (Instr. 4)	
				Code	V (A) (D)							
<b>Non-Qualified Stock Option (right to buy)</b>	<b>\$9.71</b>	<b>11/8/02</b>		<b>A<sup>(1)</sup></b>	<b>125,000</b>	<b>11/8/04</b>	<b>11/8/12</b>	<b>Common Stock</b>	<b>125,000</b>		<b>125,000</b>	<b>D</b>

Explanation of Responses:

(1) The options were granted pursuant to the Company's 1992 Stock Incentive Plan and/or 2001 Stock Incentive Plan and vest on the following schedule: 25% on each of the second and third anniversary of the grant date and 50% on the fourth anniversary of the grant date.

By: /s/ **Jane Fry, Attorney-in-fact** **11/12/02**  
**William L. Atwell** **William L. Atwell**  
 Date  
 \*\*Signature of Reporting Person

\*\*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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POWER OF ATTORNEY

I, William L. Atwell, appoint each of Carrie Dwyer, W. Hardy Callcott, Willie C. Bogan, R. Scott

- (1) Execute on my behalf and in my capacity as an officer and/or director of the Company, For
- (2) Perform any and all acts on my behalf which may be necessary or desirable to complete and
- (3) Take any other action in connection with the foregoing which, in the opinion of such atto

I grant to each such attorney-in-fact full power and authority to do and perform any act necessar

I acknowledge that the attorneys-in-fact, in serving in such capacity at my request, are not assu

This Power of Attorney shall remain in full force and effect until I am no longer required to fil