

SCHWAB CHARLES CORP  
 Form 4  
 November 21, 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**

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response. . .0.5

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

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 www.section16.net

|  |  |  |  |  |   |  |   |  |
|--|--|--|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person*<br><b>Coghlan, John Philip</b><br>(Last) (First) (Middle) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>The Charles Schwab Corporation (SCH)</b> |  |   |  | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> Other (specify below)<br><b>Vice Chairman and President - Retail</b> |  |
| c/o The Charles Schwab Corporation<br>120 Kearny Street  |  |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)              |  | 4. Statement for Month/Day/Year<br><b>November 19, 2002</b> |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (Street)<br><b>San Francisco, CA 94108</b>   |  |  |  |  | 5. If Amendment, Date of Original (Month/Day/Year)          |  |   |  |

| 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------|--|--------------------------------------|---|--|------------|--------------------------------|--|---|--|--|---|---|--|---------------|---|
|                                 |          |  | Code                                 | V | Amount   | (A) or (D) | Price                          |  |   |  |  |   |   |  |               |   |
| Common Stock                    | 11/19/02 |  | S                                    |   | 30,000   | D          | \$11.00                        |  |   |  |  | 813,412   | D |  |               |   |
| Common Stock                    |          |  |                                      |   |  |            |                                |  |   |  |  | 6,950.98  | I |  | By 401(k)     |   |
| Common Stock                    |          |  |                                      |   |  |            |                                |  |   |  |  | 4,916.69  | I |  | By Daughter A |   |
| Common Stock                    |          |  |                                      |   |  |            |                                |  |   |  |  | 4,923.96  | I |  | By Daughter B |   |
| Common Stock                    |          |  |                                      |   |  |            |                                |  |   |  |  | 221,233.03  | I |  | By ESOP       |   |

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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities<br>Acquired (A) or Disposed of (D)<br><br>(Instr. 3, 4 & 5) |     | 6. Date Exercisable and Expiration Date<br>Month/Day/Year |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 & 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|---|-----------------------------------|---|--|-----|---|-----------------|--|---|---|---|---|
|   |  |   |   | Code                              | V | (A)  | (D) | Date Exercisable  | Expiration Date |  |   |   |   |   |

Explanation of Responses:

By: /s/ **Jane Fry, Attorney-in-fact**  
**John Philip Coghlan**

**11/21/02**  
 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, John Philip Coghlan, appoint each of Carrie Dwyer, W. Hardy Callcott, Willie C. Bogan, R. Scot

- (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