

SARIN ARUN
Form 4
January 08, 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).

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

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
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Arun Sarin			The Charles Schwab Corporation (SCH)				<input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year January 6, 2003			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	
c/o The Charles Schwab Corporation 120 Kearny Street									
(Street)			5. If Amendment, Date of Original (Month/Day/Year)		Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			7. Nature of Indirect Beneficial Ownership (Instr. 4)	
San Francisco, CA 94108									
(City) (State) (Zip)									
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)			
			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) (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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				5)		Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares		Indirect (I) (Instr. 4)	
				Code	V (A) (D)							
Right to Acquire Actual Stock	\$12.28	1/6/03		A⁽¹⁾	1,241.86	1/6/03	1/6/13	Common Stock	1,241.86		1,241.86	D

Explanation of Responses:

(1) The right-to-acquire shares were received pursuant to the Directors' Deferred Compensation Plan (the "Plan") and are held in a rabbi trust for the benefit of the reporting pursuant to the terms of the Plan.

By: /s/ **Jane Fry, Attorney-in-fact** **1/8/03**
Arun Sarin 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, Arun Sarin, appoint each of Carrie Dwyer, W. Hardy Callcott, Willie C. Bogan, R. Scott McMillen

- (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 necessary

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