

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application of The Charles Schwab Corporation to Withdraw its Common Stock, \$.01 par value, from Listing and Registration on the New York Stock Exchange, Inc. File No. 1-09700

December 22, 2005

On December 16, 2005, The Charles Schwab Corporation, a Delaware corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$.01 par value ("Security"), from listing and registration on the New York Stock Exchange, Inc. ("NYSE").

On December 9, 2005, the Board of Directors ("Board") of the Issuer unanimously approved a resolution to withdraw the Security from listing and registration on NYSE and to continue to list the Security on the Nasdaq National Market ("Nasdaq"). The Issuer stated that it has determined that Nasdaq's electronic trading platform is the preferred marketplace for investors trading the Security.

The Issuer stated that it has complied with the requirements of NYSE's rules governing an issuer's voluntary withdrawal of a security from listing and registration by obtaining approval from the Board and by providing NYSE with a copy of the Board resolution prior to filing the application.

¹ 15 U.S.C. 78j(d).

² 17 CFR 240.12d2-2(d).

The Issuer's application relates solely to the withdrawal of the Security from listing on NYSE and from registration under Section 12(b) of the Act,³ and shall not affect its obligation to be registered under Section 12(g) of the Act.⁴

Any interested person may, on or before January 17, 2006, comment on the facts bearing upon whether the application has been made in accordance with the rules of NYSE, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/delist.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include the File Number 1-09700 or;

Paper comments:

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-9303.

All submissions should refer to File Number 1-09700. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All comments received will be posted without change; we do not edit personal identifying

³ 15 U.S.C. 781(b).

⁴ 15 U.S.C. 781(g).

information from submissions. You should submit only information that you wish to make available publicly.

The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁵

Jonathan G. Katz
Secretary

⁵ 17 CFR 200.30-3(a)(1).