

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A  
Amendment No. 1**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2010

Commission File Number: 1-9700

**THE CHARLES SCHWAB CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**94-3025021**

(I.R.S. Employer Identification No.)

**211 Main Street, San Francisco, CA 94105**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (415) 667-7000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

1,193,865,665 shares of \$.01 par value Common Stock  
Outstanding on July 23, 2010

---

---

## Explanatory Note

This Amendment No. 1 on Form 10-Q/A amends the Quarterly Report on Form 10-Q of The Charles Schwab Corporation for the quarterly period ended June 30, 2010, filed on August 5, 2010 (“Form 10-Q”), for the sole purpose of furnishing the interactive data files as Exhibit 101 in accordance with Rule 405(a)(2) of Regulation S-T.

No other changes have been made to the Form 10-Q. This Form 10-Q/A speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-Q.

### Item 6. Exhibits

<u>Exhibit Number</u>	<u>Exhibit</u>	
10.331	The Charles Schwab Corporation Corporate Executive Bonus Plan, restated to include amendments approved at the Annual Meeting of Stockholders on May 13, 2010 (supersedes Exhibit 10.320).	(1,2)
10.332	Credit Agreement (364-Day Commitment) dated as of June 11, 2010, between the Registrant and the financial institutions listed therein (supersedes Exhibit 10.326).	(2)
12.1	Computation of Ratio of Earnings to Fixed Charges.	(2)
31.1	Certification Pursuant to Rule 13a-14(a)/15d-14(a), As Adopted Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002.	(2)
31.2	Certification Pursuant to Rule 13a-14(a)/15d-14(a), As Adopted Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002.	(2)
32.1	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.	(3)
32.2	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.	(3)
101.INS	XBRL Instance Document	(4,5)
101.SCH	XBRL Taxonomy Extension Schema	(4,5)
101.CAL	XBRL Taxonomy Extension Calculation	(4,5)
101.DEF	XBRL Extension Definition	(4,5)
101.LAB	XBRL Taxonomy Extension Label	(4,5)
101.PRE	XBRL Taxonomy Extension Presentation	(4,5)

- (1) *Management contract or compensatory plan.*
- (2) *Previously filed with The Charles Schwab Corporation’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010 (filed on August 5, 2010).*
- (3) *Previously furnished in The Charles Schwab Corporation’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010 (filed on August 5, 2010).*
- (4) *Furnished as an exhibit to this Form 10-Q/A.*
- (5) *Attached as Exhibit 101 to this Form 10-Q/A, are the following materials formatted in XBRL (Extensible Business Reporting Language) (i) the Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statements of Cash Flows, and (iv) Notes to Condensed Consolidated Financial Statements.*

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**THE CHARLES SCHWAB CORPORATION**  
(Registrant)

Date: August 13, 2010

/s/ Joseph R. Martinetto  
Joseph R. Martinetto  
Executive Vice President and Chief Financial  
Officer

## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>	
Ex 10.331	The Charles Schwab Corporation Corporate Executive Bonus Plan, restated to include amendments approved at the Annual Meeting of Stockholders on May 13, 2010 (supersedes Exhibit 10.320).	(1,2)
Ex 10.332	Credit Agreement (364-Day Commitment) dated as of June 11, 2010, between the Registrant and the financial institutions listed therein (supersedes Exhibit 10.326).	(2)
Ex 12.1	Computation of Ratio of Earnings to Fixed Charges.	(2)
Ex 31.1	Certification Pursuant to Rule 13a-14(a)/15d-14(a), As Adopted Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002.	(2)
Ex 31.2	Certification Pursuant to Rule 13a-14(a)/15d-14(a), As Adopted Pursuant to Section 302 of The Sarbanes-Oxley Act of 2002.	(2)
Ex 32.1	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.	(3)
Ex 32.2	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.	(3)
Ex 101.INS	XBRL Instance Document	(4,5)
Ex 101.SCH	XBRL Taxonomy Extension Schema	(4,5)
Ex 101.CAL	XBRL Taxonomy Extension Calculation	(4,5)
Ex 101.DEF	XBRL Extension Definition	(4,5)
Ex 101.LAB	XBRL Taxonomy Extension Label	(4,5)
Ex 101.PRE	XBRL Taxonomy Extension Presentation	(4,5)

(1) *Management contract or compensatory plan.*

(2) *Previously filed with The Charles Schwab Corporation's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010 (filed on August 5, 2010).*

(3) *Previously furnished in The Charles Schwab Corporation's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010 (filed on August 5, 2010).*

(4) *Furnished as an exhibit to this Form 10-Q/A.*

(5) *Attached as Exhibit 101 to this Form 10-Q/A, are the following materials formatted in XBRL (Extensible Business Reporting Language) (i) the Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statements of Cash Flows, and (iv) Notes to Condensed Consolidated Financial Statements.*