

SCHWAB CHARLES R  
Form 4/A  
July 28, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHWAB CHARLES R

2. Issuer Name and Ticker or Trading Symbol  
SCHWAB CHARLES CORP [SCH]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O THE CHARLES SCHWAB CORPORATION, 120 KEARNY STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/26/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

SAN FRANCISCO, CA 94108

4. If Amendment, Date Original Filed(Month/Day/Year)  
07/28/2005

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/26/2005		M		281,250 A \$ 3.8	D	
Common Stock	07/26/2005		S		1,500 D \$ 13.35	D	
Common Stock	07/26/2005		S		3,300 D \$ 13.36	D	
Common Stock	07/26/2005		S		1,800 D \$ 13.37	D	
Common Stock	07/26/2005		S		4,800 D \$ 13.39	D	

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Common Stock	07/26/2005	S	2,200	D	\$ 13.4	14,625,145	D
Common Stock	07/26/2005	S	2,500	D	\$ 13.41	14,622,645	D
Common Stock	07/26/2005	S	1,300	D	\$ 13.42	14,621,345	D
Common Stock	07/26/2005	S	7,600	D	\$ 13.43	14,613,745	D
Common Stock	07/26/2005	S	7,000	D	\$ 13.44	14,606,745	D
Common Stock	07/26/2005	S	5,200	D	\$ 13.45	14,601,545	D
Common Stock	07/26/2005	S	9,000	D	\$ 13.46	14,592,545	D
Common Stock	07/26/2005	S	8,000	D	\$ 13.47	14,584,545	D
Common Stock	07/26/2005	S	8,100	D	\$ 13.48	14,576,445	D
Common Stock	07/26/2005	S	3,400	D	\$ 13.49	14,573,045	D
Common Stock	07/26/2005	S	6,000	D	\$ 13.5	14,567,045	D
Common Stock	07/26/2005	S	6,100	D	\$ 13.51	14,560,945	D
Common Stock	07/26/2005	S	12,300	D	\$ 13.52	14,548,645	D
Common Stock	07/26/2005	S	9,500	D	\$ 13.53	14,539,145	D
Common Stock	07/26/2005	S	6,100	D	\$ 13.54	14,533,045	D
Common Stock	07/26/2005	S	10,600	D	\$ 13.55	14,522,445	D
Common Stock	07/26/2005	S	3,800	D	\$ 13.56	14,518,645	D
Common Stock	07/26/2005	S	12,000	D	\$ 13.57	14,506,645	D
Common Stock	07/26/2005	S	11,900	D	\$ 13.58	14,494,745	D
Common Stock	07/26/2005	S	5,000	D	\$ 13.59	14,489,745	D
	07/26/2005	S	7,900	D	\$ 13.6	14,481,845	D

Common Stock							
Common Stock	07/26/2005	S	12,300	D	\$ 13.61	14,469,545	D
Common Stock	07/26/2005	S	1,800	D	\$ 13.62	14,467,745	D
Common Stock	07/26/2005	S	4,700	D	\$ 13.63	14,463,045	D
Common Stock	07/26/2005	S	5,200	D	\$ 13.64	14,457,845	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option	\$ 3.8	07/26/2005		M	281,250	10/17/1996	10/17/2005	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWAB CHARLES R C/O THE CHARLES SCHWAB CORPORATION 120 KEARNY STREET SAN FRANCISCO, CA 94108	X	X	Chairman and CEO	

## Signatures

Jane E. Fry,  
Attorney-in-fact

07/28/2005

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) As of the date of this report, the reporting person also had an indirect beneficial ownership interest in 165,765,086 shares held in trust, 44,803,958 shares held by an LLC, 7,977,765 shares held by his spouse and 1,709,657 shares held by an ESOP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. s New Roman" SIZE="2">Phase I Starts

Summary of MN-001 Protocol:

Study Design	A randomized, double-blind, placebo-controlled study evaluating the effects in patients with mild to moderate asthma.
Inclusion Criteria	Mild to moderate asthma: Forced Expiratory Volume in 1 second (FEV1) > 65%;  Increase in FEV1 of at least 12% with bronchodilator use over baseline FEV1;  Methacholine challenge test with a PC20 ≤ 8mg/ml.
Dose Regimen	Placebo, 500mg (TID), 750mg (BID), and 750mg (QD) for 4 weeks of treatment.

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Enrollment Targets	120 completes with at least 30 subjects per arm.
Efficacy Evaluation - Primary Endpoint	Change from baseline FEV1 after 4 weeks of treatment.
Efficacy Evaluation - Secondary Endpoint	Change in morning and evening peak flow rates, symptoms, and adverse effects.
Method of Analysis	Primary comparison will be between each MN-001 group and placebo. All other pairwise comparisons will be performed as secondary analyses.

The information in this Form 8-K is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section. The information in this Form 8-K shall not be incorporated by reference into any registration statement or filing of the Company, except as shall be expressly set forth by specific reference in such a filing.

This report contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include statements regarding the expected progress of the development of the Company's product candidates. These statements are based on certain assumptions made by the Company's management that are believed to be reasonable at the time. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Company, including results of clinical studies and other risks and uncertainties, including those described in the Company's filings with the Securities and Exchange Commission. These assumptions, risks and uncertainties could cause the Company's actual results to differ materially from those implied or expressed by the forward-looking statements.

**SIGNATURES**

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.

Dated: August 19, 2005

MEDICINOVA, INC.

By: /s/ Takashi Kiyozumi  
Takashi Kiyozumi, M.D., Ph.D.  
President and Chief Executive Officer