

FIRST CHARTER CORP /NC/
Form 4
December 29, 2004

FORM 4

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

OMB APPROVAL

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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 *
BRATTON ROBERT O

2. Issuer Name and Ticker or Trading Symbol
FIRST CHARTER CORP /NC/ [FCTR]

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

(Last) (First) (Middle)
10200 DAVID TAYLOR DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2004

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
CFO

CHARLOTTE, NC 28262-2373

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

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 | (A) or (D) | Price | | |
| Common Stock | 10/18/2004 | | J ⁽¹⁾ | | 74,241.9 | A | \$ 25.391 | 82,242.6853 | D |
| Common Stock | 12/27/2004 | | M | | 652 | A | \$ 14.5 | 82,894.6853 | D |
| Common Stock | 12/27/2004 | | M | | 14,080 | A | \$ 15.75 | 96,974.6853 | D |
| Common Stock | 12/27/2004 | | M | | 13,191 | A | \$ 17.37 | 110,165.6853 | D |
| Common Stock | 12/27/2004 | | M | | 4,319 | A | \$ 18.39 | 114,484.6853 | D |

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| | | | | | | | | |
|--------------|------------|-------------|---------|---|------------|--------------|---|-----------------------------|
| Common Stock | 12/27/2004 | M | 9,288 | A | \$ 23.125 | 123,772.6853 | D | |
| Common Stock | 01/15/2004 | <u>J(1)</u> | 37.582 | A | \$ 19.8222 | 4,064.3818 | I | Catherine Bratton |
| Common Stock | 04/15/2004 | <u>J(1)</u> | 36.5005 | A | \$ 20.6 | 4,100.8823 | I | Catherine Bratton |
| Common Stock | 07/15/2004 | <u>J(1)</u> | 34.1047 | A | \$ 22.2451 | 4,134.987 | I | Catherine Bratton |
| Common Stock | 10/18/2004 | <u>J(1)</u> | 30.942 | A | \$ 25.391 | 4,165.929 | I | Catherine Bratton |
| Common Stock | 01/15/2004 | <u>J(1)</u> | 1.8706 | A | \$ 19.8222 | 202.3131 | I | Daughter - Caroline Bratton |
| Common Stock | 04/15/2004 | <u>J(1)</u> | 1.817 | A | \$ 20.6 | 204.1301 | I | Daughter - Caroline Bratton |
| Common Stock | 07/15/2004 | <u>J(1)</u> | 1.6975 | A | \$ 22.2451 | 205.8276 | I | Daughter - Caroline Bratton |
| Common Stock | 10/18/2004 | <u>J(1)</u> | 1.5403 | A | \$ 25.391 | 207.3679 | I | Daughter - Caroline Bratton |
| Common Stock | 01/15/2004 | <u>J(1)</u> | 32.3935 | A | \$ 19.8222 | 3,503.2432 | I | Mother - Alice |
| Common Stock | 04/15/2004 | <u>J(1)</u> | 31.4612 | A | \$ 20.6 | 3,534.7044 | I | Mother - Alice |
| Common Stock | 07/15/2004 | <u>J(1)</u> | 29.3961 | A | \$ 22.2451 | 3,564.1005 | I | Mother - Alice |
| Common Stock | 10/18/2004 | <u>J(1)</u> | 26.6701 | A | \$ 25.391 | 3,590.7706 | I | Mother - Alice |
| Common Stock | 01/15/2004 | <u>J(1)</u> | 1.8706 | A | \$ 19.8222 | 202.3131 | I | Son - Robert O. Bratton, II |
| Common Stock | 04/15/2004 | <u>J(1)</u> | 1.817 | A | \$ 20.6 | 204.1301 | I | Son - Robert O. Bratton, II |
| Common Stock | 07/15/2004 | <u>J(1)</u> | 1.6975 | A | \$ 22.2451 | 205.8276 | I | Son - Robert O. Bratton, II |
| Common Stock | 10/18/2004 | <u>J(1)</u> | 1.5403 | A | \$ 25.391 | 207.3679 | I | Son - Robert O. Bratton, II |

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

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SEC 1474
(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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy) | \$ 17.9167 | | | | | (2) 12/14/2005 | Common Stock | 3,000 |
| Stock Options (Right to buy) | \$ 17.9167 | | | | | (2) 12/04/2006 | Common Stock | 3,360 |
| Stock Options (Right to buy) | \$ 18.125 | | | | | (2) 01/21/2009 | Common Stock | 7,729 |
| Stock Options (Right to buy) | \$ 25 | | | | | (2) 12/01/2007 | Common Stock | 2,400 |
| Stock Options (Right to buy) | \$ 14.5 | 12/27/2004 | | M | 652 | (2) 01/20/2010 | Common Stock | 652 |
| Stock Options (Right to buy) | \$ 15.75 | 12/27/2004 | | M | 14,080 | (3) 01/17/2011 | Common Stock | 14,080 |
| Stock Options (Right to buy) | \$ 17.37 | 12/27/2004 | | M | 13,191 | (4) 01/16/2012 | Common Stock | 13,191 |

| | | | | | | | | |
|------------------------------|-----------|------------|---|-------|------------|------------|--------------|-------|
| Stock Options (Right to buy) | \$ 18.39 | 12/27/2004 | M | 4,319 | <u>(5)</u> | 01/15/2013 | Common Stock | 4,319 |
| Stock Options (Right to buy) | \$ 23.125 | 12/27/2004 | M | 9,288 | <u>(2)</u> | 01/21/2009 | Common Stock | 9,288 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRATTON ROBERT O 10200 DAVID TAYLOR DRIVE CHARLOTTE, NC 28262-2373 | | | CFO | |

Signatures

Jan H Hollar 12/29/2004
 __Signature of Date
 Reporting Person

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).
- (5) 4,319 shares of 11,674 Non-Qualified are currently exercisable. The remaining shares become exercisable as follows, 4,319 shares become exercisable on 01/15/2005 and 3,036 shares become exercisable on 01/15/2006. 9,923 Incentive shares become exercisable as follows: 1,284 shares become exercisable on 01/15/2006, 4,319 shares become exercisable on 01/15/2007, and 4,320 shares become exercisable on 01/15/2008.
- (1) Shares acquired under the First Charter Corporation dividend reinvestment plan since the date of the reporting person's last report.
- (3) 14,080 of 14,080 Non-Qualified are currently exercisable. 4,556 of 9,216 Incentive are currently exercisable. The remaining 4,660 become exercisable on 01/17/2005
- (4) 13,191 of 16,057 Non-Qualified are currently exercisable. The remaining 2,866 become exercisable on 01/16/2005. 5,928 Incentive become exercisable as follows, 1,531 become exercisable on 01/16/2005 and 4,397 become exercisable on 01/16/2006
- (2) All Options are currently exercisable

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.