

FIRST CHARTER CORP /NC/  
Form 4  
February 08, 2005

**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 \*  
MCGEE JERRY E

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)  
02/04/2005

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

CHARLOTTE, NC 28262-2373

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	11,034	D	

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)**

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	02/04/2005		A	71.492	<u>(2)</u>	<u>(2)</u>	Common Stock	71.492
Stock Options (Right to buy)	\$ 14.5					<u>(3)</u>	01/20/2010	Common Stock	1,800
Stock Options (Right to buy)	\$ 15.75					<u>(4)</u>	01/17/2011	Common Stock	1,800
Stock Options (Right to buy)	\$ 17.37					<u>(5)</u>	01/16/2012	Common Stock	3,500
Stock Options (Right to buy)	\$ 17.708					<u>(3)</u>	02/20/2007	Common Stock	600
Stock Options (Right to buy)	\$ 18					<u>(3)</u>	10/14/2009	Common Stock	1,800
Stock Options (Right to buy)	\$ 18.81					<u>(6)</u>	01/22/2013	Common Stock	5,000
Stock Options (Right to buy)	\$ 18.854					<u>(3)</u>	05/19/2007	Common Stock	1,200
Stock Options (Right to buy)	\$ 20.02					<u>(7)</u>	01/21/2014	Common Stock	1,800
	\$ 23.66					<u>(7)</u>	01/19/2015		2,500

Stock Options (Right to buy)					Common Stock	
Stock Options (Right to buy)	\$ 26.75	(3)	04/29/2008		Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGEE JERRY E 10200 DAVID TAYLOR DRIVE CHARLOTTE, NC 28262-2373			X	

## Signatures

Jan H. Hollar                      02/08/2005  
 \_\_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).
- (7) Options are exercisable in 5 yearly installments beginning one year after grant date.
- (2) Non-Employee directors may withdraw common stock from the deferred comp plan the first day of the calendar month following retirement, death, or termination.
- (4) 1,440 options are currently exercisable. Remaining 360 options exercisable on 01/17/2005
- (3) All Options are currently exercisable
- (5) 2,100 options are currently exercisable. The remaining 1,400 options are exercisable in equal installments on 01/16/2005 and 01/16/2006
- (6) 1,666 options are currently exercisable. The remaining 3,334 options are exercisable in equal installments on 01/22/2005 and 01/22/2006
- (1) One for One

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.