

FIRST CHARTER CORP /NC/  
Form 5  
February 11, 2005

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer	
GODBOLD JOHN J JR			FIRST CHARTER CORP /NC/ [FCTR]	(Check all applicable)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
10200 DAVID TAYLOR DRIVE			12/31/2004		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)	
CHARLOTTE, NC 28262-2373				<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/20/2004		G	(A) or (D) Amount Price D \$ 26.5	190,079	D	
Common Stock			3			I	Spouse - Linda Godbold

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

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**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. F. Der Sec (Instr. 3)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 14.5	Â	Â	Â	Â Â Â <u>(2)</u>	01/20/2010	Common Stock	1,800
Stock Options (Right to buy)	\$ 15.75	Â	Â	Â	Â Â Â <u>(3)</u>	01/17/2011	Common Stock	1,800
Stock Options (Right to buy)	\$ 17.37	Â	Â	Â	Â Â Â <u>(4)</u>	01/16/2012	Common Stock	3,500
Stock Options (Right to buy)	\$ 18	Â	Â	Â	Â Â Â <u>(2)</u>	10/14/2009	Common Stock	1,800
Stock Options (Right to buy)	\$ 18.81	Â	Â	Â	Â Â Â <u>(5)</u>	01/22/2013	Common Stock	5,000
Stock Options (Right to buy)	\$ 20.02	Â	Â	Â	Â Â Â <u>(6)</u>	01/21/2014	Common Stock	1,800
Stock Options (Right to buy)	\$ 25	Â	Â	Â	Â Â Â <u>(2)</u>	04/14/2011	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GODBOLD JOHN J JR 10200 DAVID TAYLOR DRIVE CHARLOTTE, NC 28262-2373	X	^	^	^

## Signatures

Jan H. Hollar                      02/11/2005

\*\*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).
- (6) Options are exercisable in 5 yearly installments beginning one year after grant date.
- (3) 1,440 options are currently exercisable. Remaining 360 options exercisable on 01/17/2005
- (1) Reporting person acquired beneficial ownership of these shares upon his marriage to the owner of the shares.
- (2) All Options are currently exercisable
- (4) 2,100 options are currently exercisable. The remaining 1,400 options are exercisable in equal installments on 01/16/2005 and 01/16/2006
- (5) 1,666 options are currently exercisable. The remaining 3,334 options are exercisable in equal installments on 01/22/2005 and 01/22/2006

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.