

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 *
GOODWIN H CLARK

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

10200 DAVID TAYLOR DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CHARLOTTE, NC 28262-2373

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 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)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	15,030	D	Â
Common Stock	01/15/2004	Â	J ⁽¹⁾	0.2936	A	\$ 19.8222	31.7425	I	Spouse - Cynthia
Common Stock	04/15/2004	Â	J ⁽¹⁾	0.285	A	\$ 20.6	32.0275	I	Spouse - Cynthia
Common Stock	07/15/2004	Â	J ⁽¹⁾	0.2666	A	\$ 22.2451	32.2941	I	Spouse - Cynthia

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Common Stock	10/18/2004	Â	J ⁽¹⁾	0.2418	A	\$ 25.391	32.5359	I	Spouse - Cynthia
Common Stock	Â	Â	Â	Â	Â	Â	230	I	Spouse - Cynthia Streetname

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

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SEC 2270 (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)	
					(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 ⁽²⁾	01/20/2010	Common Stock	1,800
Stock Options (Right to buy)	\$ 15.75	Â	Â	Â	Â	Â	Â ⁽³⁾	01/17/2011	Common Stock	1,800
Stock Options (Right to buy)	\$ 17.37	Â	Â	Â	Â	Â	Â ⁽⁴⁾	01/16/2012	Common Stock	2,500
Stock Options (Right to buy)	\$ 18	Â	Â	Â	Â	Â	Â ⁽⁵⁾	10/14/2009	Common Stock	1,800
Stock Options (Right to buy)	\$ 18.81	Â	Â	Â	Â	Â	Â ⁽⁶⁾	01/22/2013	Common Stock	5,000
Stock Options (Right to buy)	\$ 20.02	Â	Â	Â	Â	Â	Â ⁽⁷⁾	01/21/2014	Common Stock	1,800

Stock Options (Right to buy)	\$ 17.9167	11/24/2004	Â	H	Â	3,600	Â (5)	11/24/2004	Common Stock	3,600
Stock Options (Right to buy)	\$ 17.9167	11/24/2004	Â	H	Â	18,000	Â (5)	11/24/2004	Common Stock	18,000
Stock Options (Right to buy)	\$ 25	11/24/2004	Â	H	Â	2,100	Â (5)	11/24/2004	Common Stock	2,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODWIN H CLARK 10200 DAVID TAYLOR DRIVE CHARLOTTE, NC 28262-2373	Â X	Â	Â	Â

Signatures

Jan H. Hollar 02/11/2005

**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) Shares aquired under the First Charter Corporation dividend reinvestment plan since the date of the reporting person's last report.
- (7) Options are exercisable in 5 yearly installments beginning one year after grant date.
- (4) 1,500 options currently exercisable. The remaining 1,000 options are exercisable in equal installments on 01/16/2005 and 01/16/2006
- (2) 1,440 options are currently exercisable. Remaining 360 options exercisable on 01/20/2005
- (5) All Options are currently exercisable
- (3) 1,080 options are currently exercisable. Remaining 720 options exercisable in equal installments on 01/17/2005 and 01/17/2006
- (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

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