

FIRST CHARTER CORP /NC/
Form 5
February 14, 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 *
JONES WALTER H JR

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)	(A) or (D)	Amount	Price	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	12/24/2003	Â	G5	2,515.0988	D	\$ 19.9	7,815.2762	D	Â	
Common Stock	12/15/2004	Â	D(1)	5,206	D	\$ 27.37	7,841.9938	D	Â	
Common Stock	12/24/2003	Â	G5	593	D	\$ 19.9	7	I	Spouse IRA - Margaret	
Common	12/24/2003	Â	G5	879	D	\$ 19.9	25,669	I	Spouse	

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Stock									Street Name - Margaret
Common Stock	11/12/2004	Â	G	405	D	\$ 27.3	25,264	I	Spouse Street Name - Margaret
Common Stock	12/15/2004	Â	J ⁽¹⁾	5,206	A	\$ 27.37	30,470	I	Spouse Street Name - Margaret

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
Phantom Stock	Â	Â	Â	Â	Â Â	Â ⁽³⁾ Â ⁽³⁾	Common Stock 11,130.181
Stock Options (Right to buy)	\$ 15.75	Â	Â	Â	Â Â	Â ⁽⁴⁾ 01/17/2011	Common Stock 360
Stock Options (Right to buy)	\$ 17.37	Â	Â	Â	Â Â	Â ⁽⁵⁾ 01/16/2012	Common Stock 1,400
Stock Options (Right to buy)	\$ 18.81	Â	Â	Â	Â Â	Â ⁽⁶⁾ 01/22/2013	Common Stock 3,334
Stock Options	\$ 20.02	Â	Â	Â	Â Â	Â ⁽⁷⁾ 01/21/2014	Common Stock 1,800

(Right to
buy)

Reporting Owners

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

Signatures

Jan H. Hollar 02/14/2005

__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).
- (7) Options are exercisable in 5 yearly installments beginning one year after grant date.
- (3) 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
- (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
- (1) Shares transfered from Direct to Indirect
- (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
- (2) One for One

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.