

FIRST CHARTER CORP /NC/
Form 4
March 02, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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. Date of Earliest Transaction (Month/Day/Year)

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

10200 DAVID TAYLOR DRIVE

01/18/2005

(Street)

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

CHARLOTTE, NC 28262-2373

(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 | 01/18/2005 | | J(1) | 6.3651 A \$ 23.88 | 7,854.724 | D | |
| Common Stock | | | | | 7 | I | Spouse IRA - Margaret |
| Common Stock | | | | | 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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock | <u>(2)</u> | 02/28/2005 | | A | 60.801 | <u>(3)</u> <u>(3)</u> | Common Stock | 60.801 |
| Stock Options (Right to buy) | \$ 15.75 | | | | | <u>(4)</u> 01/17/2011 | Common Stock | 360 |
| Stock Options (Right to buy) | \$ 17.37 | | | | | <u>(5)</u> 01/16/2012 | Common Stock | 1,400 |
| Stock Options (Right to buy) | \$ 18.81 | | | | | <u>(6)</u> 01/22/2013 | Common Stock | 3,334 |
| Stock Options (Right to buy) | \$ 20.02 | | | | | <u>(7)</u> 01/21/2014 | Common Stock | 1,800 |
| Stock Options (Right to buy) | \$ 23.66 | | | | | <u>(7)</u> 01/19/2015 | Common Stock | 2,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JONES WALTER H JR
10200 DAVID TAYLOR DRIVE X
CHARLOTTE, NC 28262-2373

Signatures

Jan H. Hollar 03/02/2005

 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 equal 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
- (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 is insufficient, *see* Instruction 6 for procedure.
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