#### GOODWIN H CLARK

Form 4 April 22, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

Number:

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GOODWIN H CLARK			2. Issuer Name <b>and</b> Ticker or Trading Symbol FIRST CHARTER CORP /NC/ [FCTR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 10200 DAVID	(First)  TAYLOR	(Middle)  DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 01/18/2005	X Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li>_ Form filed by More than One Reporting</li> </ul>			
CHARLOTTE, NC 28262-2373				Person			

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) DOD Disposed of (D) (Instr. 3, 4 and 5)  (A) Or Amount (D) Price			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)
Common Stock	04/22/2005		M	1,800	A	\$ 14.5	16,830	D	
Common Stock	04/22/2005		M	21,600	A	\$ 17.9167	38,430	D	
Common Stock	01/18/2005		<u>J(1)</u>	0.2588	A	\$ 23.88	32.7947	I	Spouse - Cynthia
Common Stock	04/18/2005		J <u>(1)</u>	0.2855	A	\$ 21.82	33.0802	I	Spouse - Cynthia
Common Stock							230	I	Spouse - Cynthia Streetname

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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. Transactic Code (Instr. 8)	Secur Acqu or Di (D)	rities ired (A) sposed of . 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 15.75						<u>(2)</u>	01/17/2011	Common Stock	1,800
Stock Options (Right to buy)	\$ 17.37						(3)	01/16/2012	Common Stock	2,500
Stock Options (Right to buy)	\$ 18						<u>(4)</u>	10/14/2009	Common Stock	1,800
Stock Options (Right to buy)	\$ 18.81						<u>(5)</u>	01/22/2013	Common Stock	5,000
Stock Options (Right to buy)	\$ 20.02						<u>(6)</u>	01/21/2014	Common Stock	1,800
Stock Options (Right to buy)	\$ 23.66						<u>(6)</u>	01/19/2015	Common Stock	2,500
Stock Options (Right to buy)	\$ 25						<u>(4)</u>	04/27/2005	Common Stock	2,100

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Stock Options (Right to buy)	\$ 14.5	04/22/2005	M	1,800	<u>(7)</u>	01/20/2010	Common Stock	1,800
Stock Options (Right to buy)	\$ 17.9167	04/22/2005	M	21,600	<u>(4)</u>	04/27/2005	Common Stock	21,600

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

GOODWIN H CLARK
10200 DAVID TAYLOR DRIVE X
CHARLOTTE, NC 28262-2373

## **Signatures**

Jan H Hollar, by Power of Attorney

04/22/2005 Date

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

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