

GOODWIN H CLARK  
Form 4  
April 22, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
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)  
10200 DAVID TAYLOR DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/18/2005

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

CHARLOTTE, NC 28262-2373

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
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		J <sup>(1)</sup>	0.2588	A \$ 23.88	32.7947	I Spouse - Cynthia
Common Stock	04/18/2005		J <sup>(1)</sup>	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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(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
Stock Options (Right to buy)	\$ 15.75					<u>(2)</u> 01/17/2011	Common Stock	1,800
Stock Options (Right to buy)	\$ 17.37					<u>(3)</u> 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

