FIRST CHARTER CORP /NC/

Form 4 May 25, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MORRISON HUGH H

2. Issuer Name and Ticker or Trading

Symbol

FIRST CHARTER CORP /NC/

[FCTR]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 01/18/2005

10200 DAVID TAYLOR DRIVE

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

_X__ Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHARLOTTE, NC 28262-2373

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative	Securi	ities Acqui	red, Disposed of	or Beneficia	lly 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 on Dispose (Instr. 3, 4	d of (Ľ))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
C			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	05/25/2005		M	1,800	A	\$ 14.5	19,821	D	
Common Stock	05/25/2005		M	1,800	A	\$ 15.75	21,621	D	
Common Stock	05/25/2005		M	2,800	A	\$ 17.37	24,421	D	
Common Stock	05/25/2005		M	240	A	\$ 17.708	24,661	D	
Common Stock	05/25/2005		M	1,800	A	\$ 18	26,461	D	

Edgar Filing: FIRST CHARTER CORP /NC/ - Form 4

Common Stock	05/25/2005	M	3,333	A	\$ 18.81	29,794	D	
Common Stock	05/25/2005	M	480	A	\$ 18.854	30,274	D	
Common Stock	05/25/2005	M	360	A	\$ 20.02	30,634	D	
Common Stock	01/18/2005	<u>J(1)</u>	58.9046	A	\$ 23.88	7,946.2878	I	EL Morrison Co. PS Trust
Common Stock	04/18/2005	<u>J(1)</u>	64.9788	A	\$ 21.82	8,011.2666	I	EL Morrison Co. PS Trust
Common Stock						640	I	EL Morrison Lumber, Inc Wachovia
Common Stock						2,991	I	EL Morrison Lumber, Inc. M.K.
Common Stock						1,451	I	Spouse - Mary

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 or 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Phantom Stock	(2)	02/04/2005		J <u>(1)</u>	4.369		(3)	(3)	Common Stock	4.369

SEC 1474

(9-02)

Edgar Filing: FIRST CHARTER CORP /NC/ - Form 4

Phantom Stock	<u>(2)</u>	02/28/2005	<u>J(1)</u>	23.795	(3)	(3)	Common Stock	23.79:
Phantom Stock	<u>(2)</u>	04/04/2005	<u>J(1)</u>	40.518	(3)	<u>(3)</u>	Common Stock	40.51
Phantom Stock	<u>(2)</u>	04/29/2005	<u>J(1)</u>	19.942	(3)	(3)	Common Stock	19.942
Stock Options (Right to buy)	\$ 23.66				<u>(4)</u>	01/19/2015	Common Stock	2,500
Stock Options (Right to buy)	\$ 26.75				<u>(5)</u>	04/29/2007	Common Stock	1,000
Stock Options (Right to buy)	\$ 14.5	05/25/2005	M	1,800	<u>(5)</u>	01/20/2010	Common Stock	1,800
Stock Options (Right to buy)	\$ 15.75	05/25/2005	M	1,800	<u>(6)</u>	01/17/2011	Common Stock	1,800
Stock Options (Right to buy)	\$ 17.37	05/25/2005	M	2,800	<u>(7)</u>	01/16/2012	Common Stock	2,800
Stock Options (Right to buy)	\$ 17.708	05/25/2005	M	240	(5)	02/20/2007	Common Stock	240
Stock Options (Right to buy)	\$ 18	05/25/2005	M	1,800	(5)	10/14/2009	Common Stock	1,800
Stock Options (Right to buy)	\$ 18.81	05/25/2005	M	3,333	(8)	01/22/2013	Common Stock	3,333
Stock Options (Right to buy)	\$ 18.854	05/25/2005	M	480	(5)	05/19/2007	Common Stock	480
Stock Options (Right to	\$ 20.02	05/25/2005	M	360	<u>(4)</u>	01/21/2014	Common Stock	360

buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MORRISON HUGH H 10200 DAVID TAYLOR DRIVE X CHARLOTTE, NC 28262-2373

Signatures

Jan H Hollar, by Power of Attorney

05/25/2005 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.
- (4) 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.
- (6) 1,440 options are currently exercisable. Remaining 360 options exercisable on 01/17/2005
- (5) All Options are currently exercisable
- (7) 2,100 options are currently exercisable. The remaining 1,400 options are exercisable in equal installments on 01/16/2005 and 01/16/2006
- (8) 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. 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.

Reporting Owners 4