FIRST CHARTER CORP /NC/

Form 4

January 11, 2006

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

SECURITIES

OMB

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Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

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

obligations

Check this box

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

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 * GODBOLD JOHN J JR

2. Issuer Name and Ticker or Trading

Symbol

FIRST CHARTER CORP /NC/

[FCTR]

5. Relationship of Reporting Person(s) to Issuer

below)

(Check all applicable)

(Last)

(City)

Stock

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

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

08/29/2005

(Street)

(State)

10200 DAVID TAYLOR DRIVE

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHARLOTTE, NC 28262-2373

	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiently								y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Ionth/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/23/2005		G	v	1,100	D	\$ 22.47	188,979	D	
Common Stock	08/24/2005		G	V	11,250	D	\$ 22.98	177,729	D	
Common								1,789	I	Spouse - Linda

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

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Godbold

(9-02)

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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	xercise any e of (Month/D vative		4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	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)	\$ 14.5					<u>(1)</u>	01/20/2010	Common Stock	1,800
Stock Options (Right to buy)	\$ 15.75					<u>(1)</u>	01/17/2011	Common Stock	1,800
Stock Options (Right to buy)	\$ 17.37					(2)	01/16/2012	Common Stock	3,500
Stock Options (Right to buy)	\$ 18					<u>(1)</u>	10/14/2009	Common Stock	1,800
Stock Options (Right to buy)	\$ 18.81					(3)	01/22/2013	Common Stock	5,000
Stock Options (Right to buy)	\$ 20.02					<u>(4)</u>	01/21/2014	Common Stock	1,800
Stock Options (Right to buy)	\$ 23.66					<u>(4)</u>	01/19/2015	Common Stock	2,500

8. Price Derivat Securit (Instr. 5 Stock

Options (Right to buy) \$ 25

<u>(1)</u> 04/14/2011

Common Stock

non 2,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GODBOLD JOHN J JR 10200 DAVID TAYLOR DRIVE X CHARLOTTE, NC 28262-2373

Signatures

Jan H Hollar, by Power of Attorney

01/12/2006

**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).
- (4) Options are exercisable in 5 equal yearly installments beginning one year after grant date.
- (1) All Options are currently exercisable
- (2) 20% of options granted are exercisable 6 months after grant date. The remaining shares are exercisable in equal increments over the next 4 years from grant date.
- (3) Share are exercisable in equal increments over 3 years from date of grant.

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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