

GOODWIN H CLARK
Form 4
April 22, 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 *
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

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

(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 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 ⁽¹⁾	0.2588	A \$ 23.88	32.7947	I Spouse - Cynthia
Common Stock	04/18/2005		J ⁽¹⁾	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. 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					(2) 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					(4) 10/14/2009	Common Stock	1,800
Stock Options (Right to buy)	\$ 18.81					(5) 01/22/2013	Common Stock	5,000
Stock Options (Right to buy)	\$ 20.02					(6) 01/21/2014	Common Stock	1,800
Stock Options (Right to buy)	\$ 23.66					(6) 01/19/2015	Common Stock	2,500
Stock Options (Right to buy)	\$ 25					(4) 04/27/2005	Common Stock	2,100

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	Relationships			
	Director	10% Owner	Officer	Other
GOODWIN H CLARK 10200 DAVID TAYLOR DRIVE CHARLOTTE, NC 28262-2373			X	

Signatures

Jan H Hollar, by Power of Attorney
Date: 04/22/2005

__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 acquired 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.