

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-29**

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ISSUER

FIRST CHARTER CORP /NC/

CIK: **717306** | IRS No.: **561355866** | State of Incorporation: **NC** | Fiscal Year End: **1231**
SIC: **6021** National commercial banks

Mailing Address

10200 DAVID TAYLOR DRIVE
PO BOX 37937
CHARLOTTE NC 28262-2373

Business Address

10200 DAVID TAYLOR DRIVE
PO BOX 228
CHARLOTTE NC 28262-2373
7046884300

REPORTING OWNER

MCGEE JERRY E

CIK: **1187083**
Type: **4** | Act: **34** | File No.: **000-15829** | Film No.: **05789767**

Mailing Address

P.O. BOX 37937
CHARLOTTE NC 28237

Business Address

10200 DAVID TAYLOR DR
CHARLOTTE NC 28262-2373
7046884505

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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. Name and Address of Reporting Person MC GEE JERRY E			2. Issuer Name and Ticker or Trading Symbol FIRST CHARTER CORP /NC/ [FCTR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/29/2005					
10200 DAVID TAYLOR DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
CHARLOTTE, NC 28262-2373								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								12,834	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	(1)	04/29/2005		A		27.17		(2)	(2)	Common Stock	27.17	\$21.68	5,621,982	D	
Stock Options (Right to buy)	\$15.75							(3)	01/17/2011	Common Stock	1,800		1,800	D	
Stock Options (Right to buy)	\$17.37							(4)	01/16/2012	Common Stock	3,500		3,500	D	

Stock Options (Right to buy)	\$17.708							(5)	02/20/2007	Common Stock	600		600	D
Stock Options (Right to buy)	\$18							(5)	10/14/2009	Common Stock	1,800		1,800	D
Stock Options (Right to buy)	\$18.81							(6)	01/22/2013	Common Stock	5,000		5,000	D
Stock Options (Right to buy)	\$18.854							(5)	05/19/2007	Common Stock	1,200		1,200	D
Stock Options (Right to buy)	\$20.02							(7)	01/21/2014	Common Stock	1,800		1,800	D
Stock Options (Right to buy)	\$23.66							(7)	01/19/2015	Common Stock	2,500		2,500	D
Stock Options (Right to buy)	\$26.75							(5)	04/29/2008	Common Stock	1,000		1,000	D

Explanation of Responses:

- 7. Options are exercisable in 5 equal yearly installments beginning one year after grant date.
- 2. Non-Employee directors may withdraw common stock from the deferred comp plan the first day of the calendar month following retirement, death, or termination.
- 3. 1,440 options are currently exercisable. Remaining 360 options exercisable on 01/17/2005
- 5. All Options are currently exercisable
- 4. 2,100 options are currently exercisable. The remaining 1,400 options are exercisable in equal installments on 01/16/2005 and 01/16/2006
- 6. 1,666 options are currently exercisable. The remaining 3,334 options are exercisable in equal installments on 01/22/2005 and 01/22/2006
- 1. One for One

Signatures

Jan H Hollar, by Power of Attorney

** Signature of Reporting Person

05/02/2005

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.