

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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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 <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                         |

|                              |            |            |   |        |            |            |              |        |
|------------------------------|------------|------------|---|--------|------------|------------|--------------|--------|
| 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<br>10200 DAVID TAYLOR DRIVE<br>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.

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