

Effective April 27, 2005, the date of the Registrant's annual meeting of shareholders (the "Annual Meeting"), H. Clark Goodwin ("Mr. Goodwin"), retired from service on the Registrant's Board of Directors (the "Board"). The Registrant's Bylaws provide that a director's term expires at the first annual meeting of shareholders after such director reaches age 70, and Mr. Goodwin attained such age during the past year. As a result of Mr. Goodwin's retirement, and in accordance with the Registrant's Bylaws, the number of directors was reduced by the Board from seventeen to sixteen, effective at the Annual Meeting.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIRST CHARTER CORPORATION

By: /S/ STEPHEN J. ANTAL _____
Stephen J. Antal
Senior Vice President, General Counsel and
Corporate Secretary

Dated: April 29, 2005