

FIRST CHARTER CORP /NC/
Form 4
June 10, 2008

FORM 4

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

OMB APPROVAL

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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 *
Ensor Jeffrey Scott

(Last) (First) (Middle)
10200 DAVID TAYLOR DRIVE
(Street)

CHARLOTTE, NC 28262-2373

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FIRST CHARTER CORP /NC/ [fctr]

3. Date of Earliest Transaction (Month/Day/Year)

06/06/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	06/06/2008		D	2,272 D	0	D	

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)

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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)	\$ 16.57	06/06/2008		D	4,000	<u>(2)</u> 10/28/2012	Common Stock	4,000
Stock Options (Right to Buy)	\$ 18.39	06/06/2008		D	4,072	<u>(2)</u> 01/15/2013	Common Stock	4,072
Stock Options (Right to Buy)	\$ 20.9	06/06/2008		D	3,583	<u>(2)</u> 02/25/2014	Common Stock	3,583
Stock Options (Right to Buy)	\$ 23.66	06/06/2008		D	4,300	<u>(4)</u> 03/09/2016	Common Stock	4,300
Stock Options (Right to Buy)	\$ 23.66	06/06/2008		D	5,736	<u>(2)</u> 01/19/2015	Common Stock	5,736
Stock Options (Right to Buy)	\$ 24.46	06/06/2008		D	8,100	<u>(4)</u> 02/08/2017	Common Stock	8,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ensor Jeffrey Scott 10200 DAVID TAYLOR DRIVE CHARLOTTE, NC 28262-2373			Executive Vice President	

Signatures

/s/ STEPHEN J. ANTAL, by Power of
Attorney

06/10/2008

__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).

Disposed of pursuant to the merger of First Charter with and into Fifth Third Financial Corporation, a wholly-owned subsidiary of Fifth Third Bancorp ("Fifth Third"). Each share was exchanged for \$31.00, 1.7412 shares of Fifth Third common stock, or both, on the effective date of the merger.

- (2) All Options are currently exercisable.

In connection with the merger, each option fully and immediately vested and each option to purchase shares of First Charter common

- (3) stock was converted into an option to purchase, on substantially the same terms and conditions immediately prior to the effective time of the merger, the same number of whole shares of Fifth Third common stock multiplied by 1.7412.
- (4) Options were exercisable in 5 equal yearly installments beginning one year after the grant date.

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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