#### FIRST CHARTER CORP /NC/

Form 4 June 10, 2008

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20540

OMB APPROVAL

Expires:

Washington, D.C. 20549

Number: 3235-0287

January 31,

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

Form 5 obligations may continue.

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

response... 0.5

See Instruction 1(b).

(Print or Type Responses)

Common

Stock

06/06/2008

MESSINGER ELLEN L Symbol			Symbol					5. Relationship of Reporting Person(s) to Issuer			
				FIRST CHARTER CORP /NC/ [fctr]				(Check all applicable)			
(M			(Month	3. Date of Earliest Transaction (Month/Day/Year) 06/06/2008				_X_ Director 10% Owner Officer (give title Other (specify below)			
					(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CHARLOTTE, NC 28262-2373								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Ta	ble I - Non	n-Derivative Secu	rities	Acquir	ed, Disposed of,	or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A) of TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				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)	
Common Stock	06/06/2008			Code V D	Amount 27,292.1943	(D)	Price (1)	0	D		
Common Stock	06/06/2008			D	784.8575	D	(1)	0	I	Son - Alexander	
Common Stock	06/06/2008			D	740.9306	D	(1)	0	I	Son - Maxwell	

447.6267

D

(1)

0

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

D

Persons who respond to the collection of information contained in this form are not (9-02)

Spouse -

Timothy

#### Edgar Filing: FIRST CHARTER CORP /NC/ - Form 4

required to respond unless the form displays a currently valid OMB control number.

# 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(2)</u>	06/06/2008		D	613.28	(3)	(3)	Common Stock	613.28	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
MESSINGER ELLEN L							
10200 DAVID TAYLOR DRIVE	X						
CHARLOTTE NC 28262-2373							

## **Signatures**

/s/ STEPHEN J. ANTAL, by Power of Attorney 06/10/2008

# \*\*Signature of Reporting Person 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

  1) Third Bancorn ("Fifth Third") Fach share was exchanged for either \$31.00, 1.7412 shares of Fifth Third common stock, or both on the

Date

- (1) Third Bancorp ("Fifth Third"). Each share was exchanged for either \$31.00, 1.7412 shares of Fifth Third common stock, or both, on the effective date of the merger.
- (2) One for One
- (3) Non-Employee directors may withdraw common stock from the deferred comp plan the first day of the calendar month following retirement, death, or termination.
- (4) In connection with the merger, each share of phantom stock was converted into Fifth Third common stock, and such shares will be distributed in accordance with the terms of the deferred comp plan.

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.

Reporting Owners 2