

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 *
WARLICK L D JR

(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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/06/2008		D		119,847.044	D	0
Common Stock	06/06/2008		D		1,635.523	D	0
Common Stock	06/06/2008		D		1,635.523	D	0
Common Stock	06/06/2008		D		1,531.3903	D	0

LD Warlick
Custodian
Laura
LD Warlick
Custodian
Sarah
ME Warlick

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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)
Common Stock		06/06/2008		D	1,531.3903	D <u>(1)</u> 0 I	Custodian Laura M.E. Warlick Custodian Sarah
Common Stock		06/06/2008		D	6,807	D <u>(1)</u> 0 I	Spouse IRA - M.E. Warlick
Common Stock		06/06/2008		D	24,328.3719	D <u>(1)</u> 0 I	Spouse - M.E. Warlick
Common Stock		06/06/2008		D	135	D <u>(1)</u> 0 I	Spouse - Mary E. Goldsmith Warlick Trust
Common Stock		06/06/2008		D	13,460.2686	D <u>(1)</u> 0 I	Warlick Funeral Home, Inc.

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)
Phantom Stock	<u>(2)</u>	06/06/2008		D	1,260.5	<u>(3)</u> <u>(3)</u>	Common Stock 1,260.5
Stock Options (Right to Buy)	\$ 15.75	06/06/2008		D	720	<u>(5)</u> 01/17/2011	Common Stock 720

Stock Options (Right to Buy)	\$ 17.37	06/06/2008	D	2,500	(5)	01/16/2012	Common Stock	2,500
Stock Options (Right to Buy)	\$ 18.81	06/06/2008	D	1,000	(5)	01/22/2013	Common Stock	1,000
Stock Options (Right to Buy)	\$ 20.02	06/06/2008	D	1,800	(5)	01/21/2014	Common Stock	1,800
Stock Options (Right to Buy)	\$ 23.66	06/06/2008	D	2,500	(5)	01/19/2015	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARLICK L D JR 10200 DAVID TAYLOR DRIVE CHARLOTTE, NC 28262-2373		X		

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

- (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.
- (5) 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

- (6) 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.

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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