

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 *
MCGEE JERRY E

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 06/06/2008 | | D | | 24,274 | D | 0 |

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 | | 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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|---------------------|---|---|-----|--|-----------------|---|-------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Phantom Stock | (2) | 06/06/2008 | | D | | 11,754.3847 | | (3) | (3) | Common Stock | 11,754.3847 |
| Stock Options (Right to Buy) | \$ 18.81 | 06/06/2008 | | D | | 5,000 | | (5) | 01/22/2013 | Common Stock | |
| Stock Options (Right to Buy) | \$ 20.02 | 06/06/2008 | | D | | 1,800 | | (5) | 01/21/2014 | Common Stock | |
| Stock Options (Right to Buy) | \$ 23.66 | 06/06/2008 | | D | | 2,500 | | (5) | 01/19/2015 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCGEE JERRY E 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 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.
- (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)

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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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