

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 *
Sawyer Josephine Prentice

(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
 Officer (give title below) _____ 10% Owner
_____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/06/2008 | | D | | 34 | D | 0 |
| Common Stock | 06/06/2008 | | D | | 2,105.039 | D | 0 |
| | | | | | (2) | | |

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

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(9-02)

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- (2) Includes shares acquired under First Charter's 401(k) plan since the date of the reporting person's last ownership report.
- (3) Options were exercisable in 5 equal yearly installments beginning one year after the grant date.

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

- (4) 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.
- (5) All Options are currently exercisable.

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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