

FIRST CHARTER CORP /NC/

Form 4

June 10, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Cecil O 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
____X____ Officer (give title ____ Other (specify
below) below)

Group EVP and CIO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	06/06/2008		D	3,901	D 0	D	
Common Stock	06/06/2008		D	762.549 (2)	D 0	I	401(k)

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

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information contained in this form are not
required to respond unless the form
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(9-02)

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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)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 23.6	06/06/2008		D	4,237	<u>(3)</u>	02/28/2015	Common Stock	4,237	
Stock Options (Right to Buy)	\$ 23.66	06/06/2008		D	7,400	<u>(5)</u>	03/09/2016	Common Stock	7,400	
Stock Options (Right to Buy)	\$ 24.46	06/06/2008		D	8,100	<u>(5)</u>	02/08/2017	Common Stock	8,100	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Smith Cecil O Jr 10200 DAVID TAYLOR DRIVE CHARLOTTE, NC 28262-2373	Group EVP and CIO

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.

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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) 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

(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) 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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