Cattermole George R. Form 4 November 19, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box

SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Cattermole George R.

2. Issuer Name and Ticker or Trading

Symbol

CHARLES & COLVARD LTD

[CTHR]

(Check all applicable)

_X__ Director 10% Owner Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

C/O CHARLES & COLVARD LTD., 300 PERIMETER PARK DR., STE A

(Street)

(State)

(First)

(Middle)

(Zip)

(City)

(Last)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

11/18/2009

6. Individual or Joint/Group Filing(Check

Applicable Line)

Table I Non Derivative Securities Acquired Disposed of or Peneficially Owned

Issuer

X Form filed by One Reporting Person Form filed by More than One Reporting

MORRISVILLE, NC 27560

		1 40	ie i - 14011-1	Derivative	Secui	nues Acqui	irea, Disposea oi,	, or belieficiali	y Owneu
1.Title of Security	2. Transaction Date (Month/Day/Year)		3.			quired (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(Month/Day/Tear)	any	Transactiom Disposed of (D) Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned Following	(D) or Indirect (I)	Ownership (Instr. 4)
					(A)		Reported	(Instr. 4)	()
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
common stock	11/18/2009		P	5,500	A	\$ 0.83	290,526	D	
common stock	11/18/2009		P	14,500	A	\$ 1.0717	305,026	D	

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security or Ex (Instr. 3) Price Deriv		or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) e		Underlying Securities (Instr. 3 and	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Cattermole George R. C/O CHARLES & COLVARD LTD. 300 PERIMETER PARK DR., STE A MORRISVILLE, NC 27560

X

Signatures

/s/ Timothy Krist, Attorney-In-Fact

**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).

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.

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