FIRST CHARTER CORP /NC/

Form 4/A

February 25, 2008

FORM 4

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

OMB 3235-0287

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average

response...

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BLACK WILLIAM R			2. Issuer Name and Ticker or Trading Symbol FIRST CHARTER CORP /NC/ [FCTR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 10200 DAVID TAYLOR DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 01/31/2008					X Director 10% Owner Officer (give title Other (specify below)			
CHARLO	(Street) TTE, NC 28262-2	2373		Ionth/Day/Y	Date Original (ear)		Ap	Individual or Joint/Oplicable Line) Form filed by One Form filed by More form filed by M	Reporting Perso	n	
(City)	(State)	(Zip)	Ta	ble I - Nor	1-Derivative Se	curitie	s Acquire	ed, Disposed of, or	Beneficially (Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transacti Code (Instr. 8)	4. Securities A on Disposed of (Instr. 3, 4 and Amount	D)	d (A) or	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)	
Common Stock	01/31/2008			M	4,657.0371	A	\$ 0 (1)	117,347.0371	D		
Common Stock	01/31/2008			D	0.377	D	\$ 27.54	117,346.6601	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 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)	1		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
	ř			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock	<u>(2)</u>	01/31/2008		M		4,657.0371	<u>(5)</u>	<u>(5)</u>	Common Stock	4,657.03

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BLACK WILLIAM R

10200 DAVID TAYLOR DRIVE X

CHARLOTTE, NC 28262-2373

Signatures

Stephen J Antal, by Power of Attorney 02/25/2008

**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).
- (4) Includes 65.123 shares acquired under the First Charter Corporation dividend reinvestment plan since the date of the reporting person's last report.
- (1) Each share of phantom stock was the economic equivalent of one share of First Charter Corporation common stock. The reporting person settled the shares of phantom stock for shares of First Charter common stock and fractional shares for cash
- (5) Non-Employee directors may withdraw common stock from the deferred comp plan the first day of the calendar month following retirement, death, or termination.
- (2) One for One
- (3) Due to an administrative error by the plan administrator relating to the allocation of the plan shares, the director's previously reported holdings have been increased by 15 shares.

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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