

FIRST CHARTER CORP /NC/
 Form 4/A
 February 25, 2008

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES WALTER H JR

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

CHARLOTTE, NC 28262-2373
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/01/2008

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 Ownership (Instr. 4)
Common Stock	01/31/2008		M	V Amount (1) 18,279.22	A \$ 0 (2)	(1)	D
Common Stock	01/31/2008		D	0.079	D \$ 27.54	(1)	D
Common Stock					7	I	Spouse IRA - Margaret
Common Stock					33,094	I	Spouse Street Name - Margaret

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

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock	(3)	01/31/2008		M	18,279.22	(4)	(4)	Common Stock	18,279 (1)
Stock Options (Right to buy)	\$ 23.66					(5)	01/19/2015	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES WALTER H JR 10200 DAVID TAYLOR DRIVE CHARLOTTE, NC 28262-2373			X	

Signatures

Stephen J Antal, by Power of Attorney
Date: 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).
- (1) 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 66.3536 shares.
- (2) 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
- (4) Non-Employee directors may withdraw common stock from the deferred comp plan the first day of the calendar month following retirement, death, or termination.
- (5) All Options are currently exercisable

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(3) One for One

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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