

FIRST CHARTER CORP /NC/
Form 4/A
December 06, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
11/01/2006

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)
11/07/2006

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					8,680.242	D	
Common Stock					7	I	Spouse IRA - Margaret
Common Stock					33,343	I	Spouse Street Name - Margaret

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 or Number of Shares
Phantom Stock	<u>(1)</u>	11/01/2006		A	100.377 <u>(2)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	100.377
Phantom Stock	<u>(1)</u>	11/03/2006		A	137.188 <u>(4)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	137.188 <u>(4)</u>
Stock Options (Right to buy)	\$ 17.37					<u>(5)</u>	01/16/2012	Common Stock	700
Stock Options (Right to buy)	\$ 18.81					<u>(6)</u>	01/22/2013	Common Stock	1,667
Stock Options (Right to buy)	\$ 20.02					<u>(7)</u>	01/21/2014	Common Stock	1,440
Stock Options (Right to buy)	\$ 23.66					<u>(7)</u>	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

12/06/2006

__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).
- (2) Shares acquired under the First Charter Corporation dividend reinvestment plan since the date of the reporting person's last report.
- (7) Options are exercisable in 5 equal yearly installments beginning one year after grant date.
- (5) The remaining 700 options become exercisable on 1-16-2006.
- (3) Non-Employee directors may withdraw common stock from the deferred comp plan the first day of the calendar month following retirement, death, or termination.
- (6) The remaining 1,667 options become exercisable on 01/22/2006.
- (4) Amended from previous report filed on 11/07/06 due to an administrative error by third party vendor used to allocate stock purchases within the Phantom stock plan. No other holdings were affected.
- (1) 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. 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.