

CHARLES & COLVARD LTD
Form 4
July 26, 2005

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 *
THORNTON GEORGE A III

2. Issuer Name and Ticker or Trading Symbol
CHARLES & COLVARD LTD
[CTHR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2005

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

C/O CHARLES & COLVARD, LTD., 300 PERIMETER PARK DRIVE, SUITE A

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MORRISVILLE, NC 27560

(City) (State) (Zip)

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		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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price			
common stock	07/22/2005		M		7,600	A \$ 1.267	56,341 ⁽³⁾	D	
common stock	07/22/2005		S		7,600	D \$ 28.2524	48,741	D	
common stock	07/25/2005		M		275	A \$ 1.267	49,016	D	
common stock	07/25/2005		M		5,250	A \$ 1.267	54,266	D	
	07/25/2005		M		8,400	A \$ 5.381	62,666	D	

Edgar Filing: CHARLES & COLVARD LTD - Form 4

common stock							
common stock	07/25/2005		M	4,275	A	\$ 4.248	66,941 D
common stock	07/25/2005		S	13,000	D	\$ 27.4984	53,941 D
common stock	07/25/2005		S	5,200	D	\$ 28.1	48,741 D
common stock	07/25/2005		S	300	D	\$ 27.73	48,441 D
common stock	07/25/2005		S	600	D	\$ 27.72	47,841 D
common stock	07/25/2005		S	400	D	\$ 27.7	47,441 D

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
stock option (right to buy)	\$ 1.267 (4)	07/22/2005		M	7,600 (2)	05/14/2002(1) 05/13/2006	common stock 7,600
stock option (right to buy)	\$ 1.267 (4)	07/25/2005		M	275 (2)	05/14/2002(1) 05/13/2006	common stock 275
stock option	\$ 1.267 (4)	07/25/2005		M	5,250 (2)	05/14/2002 05/13/2006	common stock 5,250

