#### **CHARLES & COLVARD LTD**

Form 4

September 10, 2013

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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 \*

McCullough Randy N

2. Issuer Name and Ticker or Trading

Symbol

CHARLES & COLVARD LTD

[CTHR]

(Last) (First) (Middle)

(Month/Day/Year) 09/10/2013

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

(Street)

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

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

\_X\_ Director 10% Owner X\_ Officer (give title \_ Other (specify

President & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### MORRISVILLE, NC 27560

(City)	(State) (2	Zip) Table	e I - Non-D	erivative	Secur	ities Aco	quired, Disposed	of, or Beneficia	lly 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)	tr. 8) (Instr. 3, 4 and 5)		Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	09/10/2013		S	4,647	D	\$8	186,853	D	
Common Stock	09/10/2013		S	1,000	D	\$ 8.01	185,853	D	
Common Stock	09/10/2013		S	4,033	D	\$ 8.05	181,820	D	
Common Stock	09/10/2013		S	370	D	\$ 8.06	181,450	D	
Common Stock	09/10/2013		S	250	D	\$ 8.07	181,200	D	

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Common Stock	09/10/2013	S	4,700	D	\$ 8.08	176,500	D	
Common Stock						25,000	I	By Diamond Fire LTD

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit. Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

/s/ Kyle Macemore,

\*\*Signature of Reporting Person

Attorney-In-Fact

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
McCullough Randy N C/O CHARLES & COLVARD 300 PERIMETER PARK STE A MORRISVILLE, NC 27560	X		President & CEO					
Signatures								

09/10/2013

Date

Reporting Owners 2

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# **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) Randy McCullough is a limited partner in this family limited partnership.

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.