

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
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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 *
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	

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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.

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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 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

(right to buy)									
stock option (right to buy)	\$ 5.381 (4)	07/25/2005	M	8,400 (2)	05/20/2003	05/19/2007	common stock	8,400	
stock option (right to buy)	\$ 4.248 (4)	07/25/2005	M	4,275 (2)	05/12/2004	05/11/2008	common stock	4,275	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THORNTON GEORGE A III C/O CHARLES & COLVARD, LTD. 300 PERIMETER PARK DRIVE, SUITE A MORRISVILLE, NC 27560	X			

Signatures

James R. Braun, by Power of Attorney
07/26/2005

__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) These options vest and become exercisable in three equal installments on 5/14/02, 5/14/03, and 5/14/04.
- (2) Number of stock options adjusted 5% for 2005 stock dividend
- (3) Number of shares owned adjusted for 2005 5% stock dividend
- (4) Price of stock option adjusted 5% for 2005 stock dividend.

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.