

CHARLES & COLVARD LTD  
Form 4  
July 26, 2005

**FORM 4**

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

OMB APPROVAL

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**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 Ownership (Instr. 4)
			Code	V	Amount	Price			
common stock	07/22/2005		M		7,600	A \$ 1.267	56,341 <sup>(3)</sup>	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 <sup>(1)</sup>	05/13/2006	common stock	7,600
stock option (right to buy)	\$ 1.267 (4)	07/25/2005		M	275 (2)	05/14/2002 <sup>(1)</sup>	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

