

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 15

Certification and Notice of Termination of Registration under Section  
12(g) of the Securities Exchange Act of 1934 or Suspension of  
Duty to File Reports Under Section 13 and 15(d)  
of the Securities Exchange Act of 1934.

Commission File Number: 0-13496

CHARTER BANCSHARES, INC.  
(Exact name of registrant as specified in its charter)

2600 CITADEL DRIVE  
SUITE 600  
HOUSTON, TEXAS 77008  
(713) 692-6121  
(Address, including zip code, and telephone  
number, including area code, of  
registrants principal executive  
offices)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE  
(Title of each class of securities covered by this Form)

NONE

(Titles of all other classes of securities for which a duty to file reports  
under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the  
appropriate rule provision(s) relied upon to  
terminate or suspend the duty to file reports.

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(ii)
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(ii)
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 15d-6
Rule 12h-3(b)(1)(i)	<input type="checkbox"/>	

Approximate number of holders of record as of the certification or  
notice date: 1

Pursuant to the requirements of the Securities Exchange Act of 1934,  
Charter Bancshares, Inc. has caused this certification/notice to be signed on  
its behalf by the undersigned duly authorized person.

CHARTER BANCSHARES, INC.

DATE: May 28, 1996

By: /s/ Michael A. Roy  
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Michael A. Roy  
Senior Vice President, General Counsel  
and Secretary