

HOLDING FRANK B  
Form 4  
March 28, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
**HOLDING FRANK B**

2. Issuer Name and Ticker or Trading Symbol  
**FIRST CITIZENS BANCSHARES INC /DE/ [FCNCA]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
**POST OFFICE BOX 1377**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/25/2011**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Executive Vice Chairman**

**SMITHFIELD, NC 27577**  
  
(City) (State) (Zip)

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

**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 (Instr. 8)	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	(A) or (D)	Price
Class A Common Stock	03/25/2011		P		15	A	\$ 200
Class A Common Stock					366,826	I	
Class A Common Stock					155,819	I	(1)
Class A Common Stock					313,869	I	(1)

By: F. Holding  
2010 GRAT

By spouse

By Ella Ann 2010  
GRAT

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Stock			
Class A Common Stock	669,460 <u>(1)</u>	I	By adult children and their spouses and children
Class A Common Stock	26,430 <u>(1)</u>	I	By trust for adult children
Class A Common Stock	8,214 <u>(2)</u>	I	By Twin States Farming, Inc.
Class A Common Stock	167,600 <u>(2)</u>	I	By First Citizens Bancorporation, Inc.
Class A Common Stock	28,628 <u>(2)</u>	I	By Heritage BancShares, Inc. and subsidiary
Class A Common Stock	100,000 <u>(2)</u>	I	By Fidelity BancShares, Inc.
Class A Common Stock	46,699 <u>(2)</u>	I	By Southern BancShares(N.C.), Inc.
Class A Common Stock	46,000 <u>(2)</u>	I	By Southern Bank and Trust Company
Class A Common Stock	54,000 <u>(2)</u>	I	By Goshen, Inc.
Class A Common Stock	627 <u>(2)</u>	I	By E&F Properties, Inc.
Class B Common Stock	9,085	D	
Class B Common Stock	2,820	I	By F. Holding 2010 GRAT
Class B Common Stock	3,831 <u>(1)</u>	I	By spouse
Class B Common Stock	1,442 <u>(1)</u>	I	By Ella Ann 2010 GRAT

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Class B Common Stock	600,308 <sup>(1)</sup>	I	By adult children and their spouses and children
Class B Common Stock	6,175 <sup>(1)</sup>	I	By trust for adult children
Class B Common Stock	45,900 <sup>(2)</sup>	I	By First Citizens Bancorporation, Inc.
Class B Common Stock	22,619 <sup>(2)</sup>	I	By Southern BancShares (N.C.), Inc.
Class B Common Stock	1,355 <sup>(2)</sup>	I	By Twin States Farming, Inc.
Class B Common Stock	200 <sup>(2)</sup>	I	By E&F Properties, Inc.

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

HOLDING FRANK B  
POST OFFICE BOX 1377  
SMITHFIELD, NC 27577

X X Executive Vice Chairman

## Signatures

Frank B. Holding, By: William R. Lathan, Jr.,  
Attorney-in-Fact

03/28/2011

\_\_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).

The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the  
(1) reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

(2) The reporting person is a director, officer and/or principal shareholder of the companies that own these shares, but he disclaims beneficial ownership of the listed shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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