

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4
 May 20, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 Olivia Britton

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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/18/2015

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

PO BOX 1352

(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

SMITHFIELD, NC 27577

(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 (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)
Class A Common Stock				(A) or (D)	343,938	D	
Class A Common Stock				(A) or (D)	685,038	I	As Co-Trustee for Frank B. Holding Revocable Trust
Class A Common Stock				(A) or (D)	2,675	I ⁽¹⁾	By Holding Properties, LLC

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Class A Common						827	I ⁽¹⁾	By E&F Properties, Inc.
Class A Common						12,530	I ⁽¹⁾	By Twin States Farming, Inc.
Class A Common	05/18/2015	S	1,000	D	\$ ⁽²⁾ 247	235,148	I ⁽¹⁾	By Southern BancShares (N.C.), Inc. and subsidiary
Class A Common	05/19/2015	S	5,585	D	\$ ⁽³⁾ 251.03	229,563	I ⁽¹⁾	By Southern BancShares (N.C.), Inc. and subsidiary
Class A Common						10,544	I	As beneficiary of Trust
Class B Common						3,113	D	
Class B Common						116,704	I	By: Olivia B. Holding Revocable Trust
Class B Common						2,156	I ⁽¹⁾	By Holding Properties, LLC
Class B Common						200	I ⁽¹⁾	By E&F Properties, Inc.
Class B Common						1,355	I ⁽¹⁾	By Twin States Farming, Inc.
Class B Common						22,619	I ⁽¹⁾	By Southern BancShares (N.C.), INC. and subsidiary
Class B Common						1,225	I	As beneficiary of Trust

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)

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. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holding Olivia Britton PO BOX 1352 SMITHFIELD, NC 27577		X		

Signatures

Olivia B. Holding, By: William R. Lathan, Jr.,
Attorney-in-Fact
Date: 05/20/2015

__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) The reporting person is a director, officer, manager and/or shareholder of the companies that own these shares, but she disclaims beneficial ownership of the listed shares except to the extent of her pecuniary interest therein, if any, and this report shall not be deemed an admission that the 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$247.00 to \$247.02, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., and security holders of First Citizens BancShares, Inc., or the staff of the Securities and Exchange Commission, upon request full information regarding the number of shares sold at each separate price within the above range.

(3)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$251.00 to \$251.625, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., and security holders of First Citizens BancShares, Inc., or the staff of the Securities and Exchange Commission, upon request full information regarding the number of shares sold at each separate price within the above range.

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.