#### HOLDING FRANK B

Form 4

February 26, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

FIRST CITIZENS BANCSHARES

Symbol

INC /DE/ [FCNCA]

1(b).

(Print or Type Responses)

HOLDING FRANK B

1. Name and Address of Reporting Person \*

(Last)	, ,	(Montl	e of Earliest Transaction n/Day/Year)	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below)			
POST OF	FICE BOX 1377	01/05	/2009	Executive Vice Chairman			
		mendment, Date Original Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
		(7:)		Person			
(City)	(State)	(Zip) Ta	able I - Non-Derivative Securities Ac	equired, Disposed	l of, or Benef	icially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price	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			code v Amount (D) Thee	240,836 (1)	I	By adult children and their spouses and children	
Class A Common Stock				26,430 (1)	I	By trust for adult children	
Class A Common Stock				8,214 (2)	I	By Twin States Farming, Inc.	
Class A Common				167,600 (2)	I	By First Citizens Bancorporation,	

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Stock								Inc.
Class A Common Stock						28,628 (2)	I	By Heritage BancShares, Inc. and subsidiary
Class A Common Stock						100,000 (2)	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 (2)	I	By Southern Bank and Trust Company
Class A Common Stock						54,000 (2)	I	By Goshen, Inc.
Class A Common Stock						616 (2)	I	By E&F Properties, Inc.
Class B Common Stock						553,106 (1)	I	By adult children and their spouses and children
Class B Common Stock						45,900 (2)	I	By First Citizens Bancorporation, Inc.
Class B Common Stock						22,619 (2)	I	By Southern BancShares (N.C.), Inc.
Class B Common Stock						6,175 <u>(1)</u>	I	By trust for adult children
Class B Common Stock						1,355 (2)	I	By Twin States Farming, Inc.
Class B Common Stock						100 (2)	I	By E&F Properties, Inc.
Class B Common Stock	01/28/2009	G	170	D	\$ 0	21,253	D	
Class A Common Stock						520,105 (1)	I	By spouse

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Class A Common Stock						696,525 (1)	I	By spouse GRAT
Class A Common Stock	01/05/2009	P	320	A	\$ 156.42	98,384 (3)	I	By F. Holding GRAT
Class B Common Stock						11,398 (1)	I	By spouse
Class B Common Stock						4,237 (1)	I	By Spouse GRAT
Clas A Common Stock	01/05/2009	G	300	D	\$ 0	459,313	D	
Class A Common Stock	01/28/2009	G	1,620	D	\$ 0	460,686 (4)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ite	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

3 Reporting Owners

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HOLDING FRANK B POST OFFICE BOX 1377 SMITHFIELD, NC 27577

X Executive Vice Chairman

## **Signatures**

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

02/26/2009

\*\*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.
- (3) Reflects decrease of 2,993 shares resulting from distribution to reporting person.
- (4) Reflects increase of 2,993 shares from F. Holding GRAT.

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.

Signatures 4