

FIRST CITIZENS BANCSHARES INC /DE/  
 Form 4  
 May 14, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 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)  
**03/17/2008**

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)
Class A Common Stock				(A) or (D)	382,953	D	
Class A Common Stock				(A) or (D)	240,836 <sup>(1)</sup>	I	By adult children and their spouse and children
Class A Common Stock				(A) or (D)	26,430 <sup>(1)</sup>	I	By trust for adult children
				(A) or (D)	8,214 <sup>(2)</sup>	I	

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Class A Common Stock									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 its subsidiary
Class A Common Stock						100,000 <u>(2)</u>	I		By Fidelity BancShares, Inc.
Class A Common Stock	03/17/2008	P	2	A	\$ 125	36,661 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	3,600	A	\$ 126	40,261 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	100	A	\$ 126.49	40,361 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	3	A	\$ 126.95	40,364 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	300	A	\$ 127.27	40,664 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	100	A	\$ 127.5	40,764 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	198	A	\$ 127.9	40,962 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	200	A	\$ 127.95	41,162 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	397	A	\$ 128	41,559 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	1,100	A	\$ 128.23	42,659 <u>(2)</u>	I		By Southern BancShares, Inc.
	03/17/2008	P	200	A	\$ 128.84	42,859 <u>(2)</u>	I		

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Class A Common Stock									By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	39	A	\$ 128.99	42,898 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	2,399	A	\$ 129	45,297 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	2	A	\$ 129.5	45,299 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	300	A	\$ 129.62	45,599 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	100	A	\$ 129.75	45,699 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	2	A	\$ 129.77	45,701 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	98	A	\$ 129.78	45,799 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	98	A	\$ 129.79	45,897 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	298	A	\$ 129.8	46,195 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	100	A	\$ 129.81	46,295 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	404	A	\$ 129.8699	46,699 <u>(2)</u>	I		By Southern BancShares, Inc.

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)

