

HOLDING FRANK B
Form 4
February 29, 2012

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2012

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

POST OFFICE BOX 1377

(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)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	02/03/2012		G	V 333,865 (3) A \$ 0	635,990	D	
Class A Common Stock	02/03/2012		G	V 366,856 D \$ 0	0	I	By: F. Holding 2010 GRAT
Class A Common Stock					538,703 (1)	I	By spouse
Class A Common					144,226 (1)	I	By Ella Ann 2010 GRAT

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Stock									
Class A Common Stock	02/03/2012	G	V	<u>32,991</u> (3)	A	\$ 0	703,018 <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							1,007	D	
Class B Common Stock	02/03/2012	G	V	4,374	D	\$ 0	0	I	By F. Holding 2010 GRAT
Class B Common Stock							2,739	I	By spouse
Class B Common Stock							700 <u>(1)</u>	I	By Ella Ann 2010 GRAT

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Class B Common Stock	02/03/2012	G V	4,374 ⁽³⁾	A	\$ 0	627,400 ⁽¹⁾	I	By adult children and their spouses and children
Class B Common Stock						6,175 ⁽¹⁾	I	By trust for adult 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						1,355 ⁽²⁾	I	By Twin States Farming, Inc.
Class B Common Stock						200 ⁽²⁾	I	By E&F Properties, 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.

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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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

HOLDING FRANK B
POST OFFICE BOX 1377 X X Executive Vice Chairman
SMITHFIELD, NC 27577

Signatures

Frank B. Holding, By: William R. Lathan, Jr., 02/29/2012
Attorney-in-Fact

____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 distribution from grantor retained annuity trust.

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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