

HOLDING FRANK B

Form 4

November 22, 2010

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)

SMITHFIELD, NC 27577

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

Executive Vice Chairman

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)	261,300	D	
Class A Common Stock				Code V Amount (D) Price	420	I	By F. Holding 2009 GRAT
Class A Common Stock					619,979	I	By: F. Holding 2010 GRAT
Class A Common					784 ⁽¹⁾	I	By spouse

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Stock				
Class A Common Stock	381,091 <u>(1)</u>	I		By Ella Ann 2009 GRAT
Class A Common Stock	313,869 <u>(1)</u>	I		By Ella Ann 2010 GRAT
Class A Common Stock	442,439 <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	562,431 <u>(1)</u>	I		By adult children and their spouses and children
Class B Common Stock	45,900 <u>(2)</u>	I		By First Citizens Bancorporation, Inc.

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Class B Common Stock						22,619 ⁽²⁾	I	By Southern BancShares (N.C.), Inc.
Class B Common Stock						6,175 ⁽¹⁾	I	By trust for adult children
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.
Class B Common Stock						36,296 ⁽¹⁾	I	By Ella Ann 2009 GRAT
Class B Common Stock						2,851 ⁽¹⁾	I	By spouse
Class B Common Stock						850 ⁽¹⁾	I	By Ella Ann Lee Holding Revocable Trust dtd October 24, 2007
Class B Common Stock						5,915	D	
Class B Common Stock						2,325	I	By Frank B. Holding Revocable Trust Dated October 24, 2004
Class B Common Stock	11/18/2010	P	138	A	\$ 185,792 ⁽³⁾	1,138	I	By F. Holding 2010 GRAT
Class B Common Stock						150	I	By F. Holding 2009 GRAT
Class B Common Stock						762	I	By Ella Ann 2010 GRAT

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

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(9-02)

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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 Bene 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
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 11/22/2010

__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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices reanging from \$185.675 to \$186.10, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., any security holder 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 ranges set forth in footnote(3)to this Form 4.

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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