

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)
POST OFFICE BOX 1377
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2012

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)
			(A) or (D)	Code V Amount (D) Price			
Class A Common Stock					635,990	D	
Class A Common Stock					538,703 ⁽¹⁾	I	By spouse
Class A Common Stock					144,226 ⁽¹⁾	I	By Ella Ann 2010 GRAT
Class A Common Stock					703,018 ⁽¹⁾	I	By adult children and their spouses

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Stock									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	02/13/2012		G	V	100	D	\$ 0	907	D	
Class B Common Stock	02/10/2012		G	V	430	D	\$ 0	2,359 <u>(1)</u> <u>(3)</u>	I	By spouse
Class B Common Stock	02/13/2012		G	V	500	D	\$ 0	1,859 <u>(1)</u>	I	By spouse
Class B Common Stock								700 <u>(1)</u>	I	By Ella Ann 2010 GRAT
Class B Common Stock	02/10/2012		G	V	430	A	\$ 0	627,830 <u>(1)</u>	I	By adult children and their spouses and children

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Class B Common Stock	02/13/2012	G V 100	A \$ 0	627,930 ⁽¹⁾	I	By adult children and their spouses and children
Class B Common Stock	02/13/2012	G V 500	A \$ 0	628,430 ⁽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 Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

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

02/29/2012

__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.
 Due to a typographical error, the Reporting Person's Report on Form 5 filed on February 14, 2012, listed the amount of securities
 - (3) beneficially owned by his spouse as 2,739 shares of Class B Common Stock. The correct number of shares should have been 2,789 shares of Class B common stock. The number of securities beneficially owned following reported transaction reflects this correction.

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.