

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4
 December 24, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 Olivia Britton

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)
 11/18/2014

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

PO BOX 1352

(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 | 12/18/2014 | | G | V | 6,200 | A | \$ 0 289,227 | D |
| Class A Common Stock | 12/18/2014 | | G | V | 21,600 | A | \$ 0 310,827 | D |
| Class A Common Stock | 12/22/2014 | | G | V | 33,100 | A | \$ 0 343,927 | D |
| Class A Common | 11/18/2014 | | G | V | 25,684 | A | \$ 0 33,084 | I As Co-Trustee |

| | | | | | | | | | |
|----------------------|------------|---|---|---------|---|------|---------|------------------|--|
| Stock | | | | | | | | | for Frank B. Holding Revocable Trust |
| Class A Common Stock | 12/08/2014 | G | V | 635,990 | A | \$ 0 | 669,074 | I | As Co-Trustee for Frank B. Holding Revocable Trust |
| Class A Common Stock | 12/18/2014 | G | V | 18,600 | A | \$ 0 | 687,674 | I | As Co-Trustee for Frank B. Holding Revocable Trust |
| Class A Common | | | | | | | 2,675 | I ⁽¹⁾ | By Holding Properties, LLC |
| Class A Common | | | | | | | 827 | I ⁽¹⁾ | By E&F Properties, Inc. |
| Class A Common | | | | | | | 12,530 | I ⁽¹⁾ | By Twin States Farming, Inc. |
| Class A Common | | | | | | | 241,963 | I ⁽¹⁾ | By Southern BancShares (N.C.), Inc. and subsidiary |
| Class A Common | | | | | | | 10,544 | I | As beneficiary of Trust |
| Class B Common | | | | | | | 119,703 | D | |
| Class B Common | | | | | | | 2,156 | I ⁽¹⁾ | By Holding Properties, LLC |
| Class B Common | | | | | | | 200 | I ⁽¹⁾ | By E&F Properties, Inc. |
| Class B Common | | | | | | | 1,355 | I ⁽¹⁾ | By Twin States Farming, |

| | | | |
|-------------------|--------|------------------|--|
| Class B Common | 22,619 | I ⁽¹⁾ | Inc. By Southern BancShares (N.C.), INC. and subsidiary |
| Class B Common | 1,225 | I | As beneficiary of Trust |

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 Olivia Britton PO BOX 1352 SMITHFIELD, NC 27577 | | X | | |

Signatures

Olivia Britton Holding, By: William R. Lathan, Jr.,
Attorney-in-Fact

12/24/2014

 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).
- (1) The reporting person is a director, officer, manager and/or shareholder of the companies that own these shares, but she disclaims beneficial ownership of the listed shares except to the extent of her pecuniary interest therein, if any.

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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