

FIRST CITIZENS BANCSHARES INC /DE/  
 Form 4  
 February 13, 2017

**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 JR**

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)  
**4300 SIX FORKS ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/03/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

**RALEIGH, NC 27609**

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

(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            | 01/19/2017                           |  | G                              | V 80 A \$0  | 311,051   | D  |   |
| Class A Common Stock            | 01/19/2017                           |  | G                              | V 2,000 D \$0   | 683,163   | I  | As Co-Trustee for Frank B. Holding Revocable Trust    |
| Class A Common Stock            |                                      |  |                                |   | 11,140  | I  | As beneficiary of Trust                               |

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|                            |            |   |   |    |   |           |                                 |   |  |
|----------------------------|------------|---|---|----|---|-----------|---------------------------------|---|--|
| Class A<br>Common<br>Stock | 01/19/2017 | G | V | 80 | A | \$ 0      | 8,450 <sup>(1)</sup>            | I | By Spouse                                |
| Class A<br>Common<br>Stock |            |   |   |    |   |           | 19,400 <sup>(1)</sup>           | I | As custodian<br>for B.P.<br>Holding      |
| Class A<br>Common<br>Stock |            |   |   |    |   |           | 0 <sup>(1)</sup> <sup>(2)</sup> | I | By daughter,<br>Barbara P.<br>Holding    |
| Class A<br>Common<br>Stock |            |   |   |    |   |           | 17,350 <sup>(1)</sup>           | I | As custodian<br>for L.R.<br>Holding II   |
| Class A<br>Common<br>Stock | 01/09/2017 | G | V | 80 | A | \$ 0      | 8,603 <sup>(1)</sup>            | I | By son,<br>Lewis R.<br>Holding II        |
| Class B<br>Common<br>Stock | 08/03/2016 | L |   | 25 | A | \$<br>236 | 99,434                          | D |  |
| Class B<br>Common<br>Stock |            |   |   |    |   |           | 2,122                           | I | As<br>beneficiary<br>of Trust            |
| Class B<br>Common<br>Stock |            |   |   |    |   |           | 1,399 <sup>(1)</sup>            | I | By spouse                                |
| Class B<br>Common<br>Stock |            |   |   |    |   |           | 178 <sup>(1)</sup>              | I | As custodian<br>for F. B.<br>Holding III |
| Class B<br>Common<br>Stock |            |   |   |    |   |           | 0 <sup>(1)</sup> <sup>(2)</sup> | I | By son<br>Frank B.<br>Holding III        |
| Class B<br>Common<br>Stock |            |   |   |    |   |           | 13,524                          | I | As custodian<br>for B. P.<br>Holding     |
| Class B<br>Common<br>Stock |            |   |   |    |   |           | 0 <sup>(1)</sup> <sup>(2)</sup> | I | By daughter<br>Barbara P.<br>Holding     |
| Class B<br>Common<br>Stock |            |   |   |    |   |           | 10,707                          | I | As custodian<br>for L.R.<br>Holding II   |
| Class B<br>Common<br>Stock |            |   |   |    |   |           | 18,450 <sup>(1)</sup>           | I | By son<br>Lewis R.<br>Holding II         |

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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**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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 JR<br>4300 SIX FORKS ROAD<br>RALEIGH, NC 27609 | X             | X         | Chairman and CEO |       |

## Signatures

Frank B. Holding, Jr., By: William R. Lathan, Jr.,  
Attorney-in-fact 02/13/2017

\_\_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 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.

The reporting person no longer has a reportable beneficial ownership interest in 11,258 shares of Class A common and 14,383 shares of Class B common owned individually by his adult daughter Barbara P. Holding, and 134 shares of Class B common owned individually by his adult son Frank B. Holding III and indicated in the reporting person's prior ownership reports.

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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