

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4
 May 14, 2008

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)
03/17/2008

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | | | | (A) or (D) | 382,953 | D | |
| Class A Common Stock | | | | (A) or (D) | 240,836 ⁽¹⁾ | I | By adult children and their spouse and children |
| Class A Common Stock | | | | (A) or (D) | 26,430 ⁽¹⁾ | I | By trust for adult children |
| | | | | (A) or (D) | 8,214 ⁽²⁾ | I | |

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| | | | | | | | | | |
|----------------------------|------------|---|-------|---|-----------|--------------------|---|--|--|
| Class A Common Stock | | | | | | | | | 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 its subsidiary |
| Class A Common Stock | | | | | | 100,000 <u>(2)</u> | I | | By Fidelity BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 2 | A | \$ 125 | 36,661 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 3,600 | A | \$ 126 | 40,261 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 100 | A | \$ 126.49 | 40,361 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 3 | A | \$ 126.95 | 40,364 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 300 | A | \$ 127.27 | 40,664 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 100 | A | \$ 127.5 | 40,764 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 198 | A | \$ 127.9 | 40,962 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 200 | A | \$ 127.95 | 41,162 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 397 | A | \$ 128 | 41,559 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 1,100 | A | \$ 128.23 | 42,659 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| | 03/17/2008 | P | 200 | A | \$ 128.84 | 42,859 <u>(2)</u> | I | | |

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|----------------------------|------------|---|-------|---|----------------|-------------------|---|--|---------------------------------|
| Class A Common Stock | | | | | | | | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 39 | A | \$ 128.99 | 42,898 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 2,399 | A | \$ 129 | 45,297 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 2 | A | \$ 129.5 | 45,299 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 300 | A | \$ 129.62 | 45,599 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 100 | A | \$ 129.75 | 45,699 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 2 | A | \$ 129.77 | 45,701 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 98 | A | \$ 129.78 | 45,799 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 98 | A | \$ 129.79 | 45,897 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 298 | A | \$ 129.8 | 46,195 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 100 | A | \$ 129.81 | 46,295 <u>(2)</u> | I | | By Southern BancShares, Inc. |
| Class A Common Stock | 03/17/2008 | P | 404 | A | \$ 129.8699 | 46,699 <u>(2)</u> | I | | By Southern BancShares, 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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

