#### FIRST CITIZENS BANCSHARES INC /DE/

Form 4 May 14, 2008

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

0.5

Section 16. Form 4 or Form 5 obligations

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

**SECURITIES** 

burden hours per response...

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(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				of Earliest Trans /Day/Year) /2008	saction		_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below)  Executive Vice Chairman			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
SMITHFI	ELD, NC 27577						Person			
(City)	(State)	(Zip)	Ta	ble I - Non-Deri	vative Securi	ties Acq	uired, Disposed of	, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Transaction D	(A) or		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							382,953	D		
Class A Common Stock							240,836 (1)	I	By adult children and their spouse and children	
Class A Common Stock							26,430 (1)	I	By trust for adult children	
							8,214 (2)	I		

Class A Common Stock								By Twin States Farming, Inc.
Class A Common Stock						167,600 (2)	I	By First Citizens Bancorporation, Inc.
Class A Common Stock						28,628 (2)	I	By Heritage BancShares, Inc. and its subsidiary
Class A Common Stock						100,000 (2)	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 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	100	A	\$ 126.49	40,361 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	3	A	\$ 126.95	40,364 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	300	A	\$ 127.27	40,664 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	100	A	\$ 127.5	40,764 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	198	A	\$ 127.9	40,962 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	200	A	\$ 127.95	41,162 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	397	A	\$ 128	41,559 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	1,100	A	\$ 128.23	42,659 (2)	I	By Southern BancShares, Inc.
	03/17/2008	P	200	A	\$ 128.84	42,859 (2)	I	

Class A Common Stock								By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	39	A	\$ 128.99	42,898 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	2,399	A	\$ 129	45,297 (2)	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 (2)	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 (2)	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 (2)	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)

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. Transactic Code (Instr. 8)	5.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title Amoun Underly Securiti (Instr. 3	t of ying es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
r	Director	10% Owner	Officer	Other				
HOLDING FRANK B								
POST OFFICE BOX 1377	X	X	Executive Vice Chairman					
SMITHFIELD, NC 27577								

## **Signatures**

Frank B. Holding, By: William R. Lathan, Jr.,
Attorney-in-Fact
05/14/2008

# \*\*Signature of Reporting Person 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.

Date

(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.

#### **Remarks:**

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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.

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