#### HOLDING FRANK B

Form 4/A June 22, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

**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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

HOLDING F	FRANK B			CITIZENS BAN DE/ [FCNCA]	ICSHAI	RES	Issuer (Ch	neck all applic	able)	
(Last) (First) (Middle) POST OFFICE BOX 1377			3. Date of Earliest Transaction (Month/Day/Year) 03/24/2009				_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Executive Vice Chairman			
(Street) SMITHFIELD, NC 27577			4. If Amendment, Date Original Filed(Month/Day/Year) 03/26/2009			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tal	ble I - Non-Derivativ	ve Securit	ties Acc	quired, Disposed	of, or Benefi	icially Owned	
	Transaction Date Month/Day/Year)		ate, if	3. 4. Securi Transaction(A) or Di Code (Instr. 3, (Instr. 8)	(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							240,836 (1)	I	By adult children and their spouses and children	
Class A Common Stock							26,430 (1)	I	By trust for adult children	
Class A Common Stock							8,214 <u>(2)</u>	I	By Twin States Farming, Inc.	
Class A Common							167,600 (2)	I	By First Citizens Bancorporation,	

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Stock			Inc.
Class A Common Stock	28,628 (2)	I	By Heritage BancShares, Inc. and subsidiary
Class A Common Stock	100,000 (2)	I	By Fidelity BancShares, Inc.
Class A Common Stock	46,699 (2)	I	By Southern BancShares(N.C.), Inc.
Class A Common Stock	46,000 (2)	I	By Southern Bank and Trust Company
Class A Common Stock	54,000 (2)	I	By Goshen, Inc.
Class A Common Stock	616 (2)	I	By E&F Properties, Inc.
Class B Common Stock	553,106 (1)	I	By adult children and their spouses and 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	6,175 <u>(1)</u>	I	By trust for adult children
Class B Common Stock	1,355 (2)	I	By Twin States Farming, Inc.
Class B Common Stock	100 (2)	I	By E&F Properties, Inc.
Class A Common Stock	709,250 (1)	I	By Ella Ann 2008 GRAT
Class A Common Stock	98,384	I	By F. Holding 2008 GRAT

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Class B Common Stock						4,237 (1)	I	By Ella Ann 2008 GRAT
Class A Common Stock						460,686	D	
Class B Common Stock	03/24/2009	P	150	A	\$ 130	1,296 (1) (5)	I	By spouse
Class A Common Stock	03/25/2009	P	140	A	\$ 138.27	309 (1) (3) (7)	I	By Spouse
Class A Common Stock						507,411 (1) (4)	I	By Ella Ann 2009 GRAT
Class B Common Stock						32,651 (1) (6)	I	By Ella Ann 2009 GRAT

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transact Code (Instr. 8)	of Expiration (Month/D			7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	eporting Owner Name / Address				
	Director	10% Owner	Officer	Other	

Reporting Owners 3

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HOLDING FRANK B POST OFFICE BOX 1377 SMITHFIELD, NC 27577

X Executive Vice Chairman

## **Signatures**

Frank B. Holding, By: William R. Lathan, Jr., Attorney-in-Fact

06/22/2009

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

X

- \*\* 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.
- (3) Reflects transfer of 507,411 shares from reporting person's spouse into Ella Ann 2009 GRAT.
- (4) Reflects transfer of 507,411 shares into Ella Ann 2009 GRAT from reporting person's spouse.
- (5) Reflect transfer of 32,651 shares from reporting person's spouse into Ella Ann 2009 GRAT.
- (6) Reflects transfer of 32,651 shares into Ella Ann 2009 GRAT from reporting person's spouse.
- Due to a typographical error, the original report which this filing amends, showed the reporting person's spouse purchaing 140 shares of (7). Class B at \$138.27 per share on March 25, 2009. This report shows the correct purchase of 140 shares of Class A at \$138.27 per share on
- (7) Class B at \$138.27 per share on March 25, 2009. This report shows the correct purchase of 140 shares of Class A at \$138.27 per share on March 25, 2009. All other transactions remain the same.

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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