

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4
 December 18, 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 LEWIS R

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 29549
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

RALEIGH, NC 27626
 (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)
				(A) or (D)	Code V Amount (D) Price		
Class A Common Stock					48,963 ⁽¹⁾	I	By spouse
Class A Common Stock					25,129 ⁽¹⁾	I	By Adult Child
Class A Common Stock					18,145 ⁽²⁾	I	By Yadkin Valley Company
Class A Common Stock					700 ⁽²⁾	I	By Yadkin Valley Life

Stock							Insurance Company
Class A Common Stock				167,600 <u>(2)</u>	I		By First Citizens Bancorporation, Inc.
Class A Common Stock				100,000 <u>(2)</u>	I		By Fidelity BancShares (N.C.), Inc.
Class A Common Stock				46,699 <u>(2)</u>	I		By Southern BancShares (N.C.), Inc.
Class A Common Stock				46,000 <u>(2)</u>	I		By Southern Bank and Trust Company
Class A Common Stock				54,000 <u>(2)</u>	I		By Goshen, Inc.
Class B Common Stock				12,025 <u>(1)</u>	I		By spouse
Class B Common Stock				175 <u>(2)</u>	I		By Yadkin Valley Life Insurance Company
Class B Common Stock				45,900 <u>(2)</u>	I		By First Citizens Bancorporation, Inc.
Class B Common Stock				22,619 <u>(2)</u>	I		By Southren BancShares (N.C.), Inc.
Class B Common Stock				581 <u>(1)</u>	I		By Adult Child
Class B Common Stock				1,725 <u>(2)</u>	I		By Yadkin Valley CompanyClass
Class B Common Stock				217 <u>(1)</u>	I		By Trust for Sheppard K. Ames IV
Class B Common Stock				106 <u>(1)</u>	I		By Trust for Carolyn R. Ames
Class A Common	12/12/2008		G V 111 A \$ 0	111 <u>(1)</u>	I		By Trust for Carolyn R.

Stock									Ames	
Class B Common Stock						31,614	D			
Class A Common Stock	12/12/2008			G	V	111	D	\$ 0	651,578	D

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
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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	Code	V	(A)	(D)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLDING LEWIS R POST OFFICE BOX 29549 RALEIGH, NC 27626	X	X	Chairman of the Board	

Signatures

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

12/18/2008

__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
- (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.

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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