

HOLDING FRANK B
Form 4
February 26, 2009

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice Chairman

POST OFFICE BOX 1377

(Street)

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

SMITHFIELD, NC 27577

(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)
Class A Common Stock				(A) Amount Price	240,836 ⁽¹⁾	I	By adult children and their spouses and children
Class A Common Stock				(A) Amount Price	26,430 ⁽¹⁾	I	By trust for adult children
Class A Common Stock				(A) Amount Price	8,214 ⁽²⁾	I	By Twin States Farming, Inc.
Class A Common Stock				(A) Amount Price	167,600 ⁽²⁾	I	By First Citizens Bancorporation,

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Stock									Inc.
Class A Common Stock						28,628 <u>(2)</u>	I		By Heritage BancShares, Inc. and subsidiary
Class A Common Stock						100,000 <u>(2)</u>	I		By Fidelity BancShares, 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 A Common Stock						616 <u>(2)</u>	I		By E&F Properties, Inc.
Class B Common Stock						553,106 <u>(1)</u>	I		By adult children and their spouses and children
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 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 <u>(2)</u>	I		By Twin States Farming, Inc.
Class B Common Stock						100 <u>(2)</u>	I		By E&F Properties, Inc.
Class B Common Stock	01/28/2009		G	170	D	\$ 0	21,253	D	
Class A Common Stock						520,105 <u>(1)</u>	I		By spouse

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Class A Common Stock						696,525 ⁽¹⁾	I	By spouse GRAT	
Class A Common Stock	01/05/2009		P	320	A	\$ 156.42	98,384 ⁽³⁾	I	By F. Holding GRAT
Class B Common Stock							11,398 ⁽¹⁾	I	By spouse
Class B Common Stock							4,237 ⁽¹⁾	I	By Spouse GRAT
Class A Common Stock	01/05/2009		G	300	D	\$ 0	459,313	D	
Class A Common Stock	01/28/2009		G	1,620	D	\$ 0	460,686 ⁽⁴⁾	D	

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

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

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

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 02/26/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** 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 decrease of 2,993 shares resulting from distribution to reporting person.
 - (4) Reflects increase of 2,993 shares from F. Holding GRAT.

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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