

HOLDING FRANK B JR
 Form 4
 February 29, 2012

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 JR

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)
PO BOX 29549
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	02/03/2012		G	V <u>6,676</u> ⁽⁶⁾ A \$ 0	144,594 ⁽²⁾	D	
Class A Common Stock					5,400	I	By trust
Class A Common Stock					5,500 ⁽¹⁾	I	By Spouse
Class A Common Stock					1,060 ⁽¹⁾	I	As custodian for F.B.

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Stock									Holding III
Class A Common Stock						3,571 <u>(1)</u>	I		Irrevocable Trust for F. B. Holding III
Class A Common Stock						1,644 <u>(1)</u>	I		As custodian for B.P. Holding
Class A Common Stock						3,100 <u>(1)</u>	I <u>(3)</u>		By daughter, Barbara P. Holding
Class A Common Stock						974 <u>(1)</u>	I		As custodian for L.R. Holding II
Class A Common Stock						365 <u>(1)</u>	I <u>(4)</u>		By son, Lewis R. Holding II
Class B Common Stock	02/03/2012	G	V	875 <u>(6)</u>	A	\$ 0	123,470	D	
Class B Common Stock							1,225	I	By trust
Class B Common Stock	02/14/2012	G	V	150	A	\$ 0	1,111 <u>(1)</u>	I	By spouse
Class B Common Stock							494 <u>(1)</u>	I	As custodian for F. B. Holding III
Class B Common Stock							134 <u>(1)</u>	I	By son Frank B. Holding III
Class B Common Stock	02/13/2012	G	V	150	A	\$ 0	8,045 <u>(1)</u>	I	Irrevocable Trust for F. B. Holding III
Class B Common Stock							11,448 <u>(1)</u>	I	As custodian for B. P. Holding
Class B Common Stock	02/13/2012	G	V	150	A	\$ 0	150 <u>(1)</u>	I	By daughter Barbara P. Holding
Class B Common							8,557 <u>(1)</u>	I	As custodian for L.R.

Stock									Holding II
Class B									By son
Common Stock	02/13/2012		G V	150 A	\$ 150	4,217 ⁽¹⁾		I ⁽⁵⁾	Lewis R. Holding II

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

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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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLDING FRANK B JR PO BOX 29549 RALEIGH, NC 27626	X		Chairman and CEO	

Signatures

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

02/29/2012

Date

**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.

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- (2) As a result of a typographical error, the Reporting Person's previous report stated that, following the reported transaction, he beneficially owned 92,514 shares in this form of ownership. That number should have been 137,918. That error has been corrected in this report.
- (3) These shares have been previously reported as held by the reporting person as custodian for his daughter Barbara P. Holding.
- (4) These shares have been previously reported as held by the reporting person as custodian for his son Lewis R. Holding II.
- (5) Of the shares reported as being owned by Lewis R. Holding II, 4,067 shares have been previously reported as held by the reporting person as custodian for his son Lewis R. Holding II.
- (6) Reflects distribution from parent's grantor retained annuity trust.

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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