

FIRST CITIZENS BANCSHARES INC /DE/  
 Form 4  
 April 06, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2009  
 Estimated average burden hours per response... 0.5

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)  
**04/03/2009**

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

**RALEIGH, NC 27626**

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

(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)
				(A) or (D)	Code V	Amount	Price
Class A Common Stock					48,963 <sup>(1)</sup>	I	By spouse
Class A Common Stock					25,129 <sup>(1)</sup>	I	By Adult Child
Class A Common Stock					18,145 <sup>(2)</sup>	I	By Yadkin Valley Company
Class A Common Stock					700 <sup>(2)</sup>	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	726 <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	284 <u>(1)</u>	I		By Trust for Carolyn R.

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Stock									Ames
Class B Common Stock						31,469	D		
Class A Common Stock						173	I		By Trust for Shepard K. Ames
Class A Common Stock	04/03/2009		S	600	D	\$ 129.375 (3)	650,632	D	
Class A Common Stock	04/03/2009		S	12,500	D	\$ 130.4 (4)	638,132	D	
Class A Common Stock	04/03/2009		S	2,602	D	\$ 131.08 (5)	635,530	D	
Class A Common Stock	04/03/2009		S	1,652	D	\$ 132.01 (6)	633,878	D	

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

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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. 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 Beneficially Owned (Instr. 6)
						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
HOLDING LEWIS R POST OFFICE BOX 29549 RALEIGH, NC 27626		X		

## Signatures

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

04/03/2009

\_\_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).

(1) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.75 to \$129.50, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., any security holder of First Citizens BancShares, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.00 to \$130.80, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., any security holder of First Citizens BancShares, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.00 to \$131.53, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., any security holder of First Citizens BancShares, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (5) to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.00 to \$132.04, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., any security holder of First Citizens BancShares, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges setr forth in footnote (6) to this Form 4.

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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