FIRST CITIZENS BANCSHARES INC /DE/
Form 4/A
November 24, 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

(Last) (First) (Middle)

POST OFFICE BOX 29549

(Street)

RALEIGH, NC 27626

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FIRST CITIZENS BANCSHARES INC /DE/ [FCNCA]

3. Date of Earliest Transaction (Month/Day/Year)
04/15/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
11/05/2008

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
__X__ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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								661,689	D	
Class A Common Stock								48,963 (1)	I	By spouse
Class A Common Stock								25,129 (1)	I	By Adult Child
Class A Common								18,145 (2)	I	By Yadkin Valley Company

Stock										
Class A Common Stock							700 (2)	I	By Yadkin Valley Life Insurance Company
Class A Common Stock							167,600 (2)	I	By First Citizens Bancorporation, Inc.
Class A Common Stock							100,000 (2)	I	By Fidelity BancShares (N.C.), Inc.
Class A Common Stock							46,699 (2) (4)	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 B Common Stock							12,025 (1)	I	By spouse
Class B Common Stock							175 (2)	I	By Yadkin Valley Life Insurance Company
Class B Common Stock							45,900 (2)	I	By First Citizens Bancorporation, Inc.
Class B Common Stock							22,619 (2)	I	By Southren BancShares (N.C.), Inc.
Class B Common Stock							581 (1)	I	By Adult Child
Class B Common Stock							1,725 (2)	I	By Yadkin Valley CompanyClass
Class B Common Stock	04/15/2008		G	V	106	A	$ 0 217 (1)	I	By Trust for Sheppard K. Ames IV
Class B Common	04/15/2008		G	V	106	A	$ 0 106 (1)	I	By Trust for Carolyn R.

Stock									Ames
Class B Common Stock	04/15/2008	G	V	212	D	$ 0	26,739	D	
Class B Common STock	05/12/2008	P		150	A	$ 174.75	26,889 (3)	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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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	11/24/2008
**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).

(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 original report, which this report amends, reported a purchase of 150 shares of Class A common stock at $174.75 per share. The purchase should have been for 150 shares of Class B common stock at $174.75 per share as indicated on this amendment. All other transactions remain the same.

(4) This amendment is being filed to correct a typographical error in the amount listed in Column 5. The listed number of shares was 36,659 shares. The correct number of shares should be 46,699 shares.

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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