

FIRST CITIZENS BANCSHARES INC /DE/

Form 4

December 29, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
12/29/2008

☐ 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)
Class A Common Stock				(A) or (D)	48,963 ⁽¹⁾	I	By spouse
Class A Common Stock				(A) or (D)	25,129 ⁽¹⁾	I	By Adult Child
Class A Common Stock				(A) or (D)	18,145 ⁽²⁾	I	By Yadkin Valley Company
Class A Common				(A) or (D)	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	12/29/2008		G	V	145	A	\$ 0	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							111 <u>(1)</u>	I		By Trust for Carolyn R.

Stock								Ames
Class B								
Common	12/29/2008		G	V	145	D	\$ 0	31,469 D
Stock								
Class A								
Common								651,578 D
Stock								

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.

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 Own 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

12/29/2008

__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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