

HOLDING FRANK B  
Form 4  
March 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)  
**03/24/2009**

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 <sup>(1)</sup>	I	By adult children and their spouses and children
Class A Common Stock				(A) Amount Price	26,430 <sup>(1)</sup>	I	By trust for adult children
Class A Common Stock				(A) Amount Price	8,214 <sup>(2)</sup>	I	By Twin States Farming, Inc.
Class A Common Stock				(A) Amount Price	167,600 <sup>(2)</sup>	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 A Common Stock	709,250 <u>(1)</u>	I		By Ella Ann 2008 GRAT
Class A Common Stock	98,384	I		By F. Holding 2008 GRAT

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Class B Common Stock						4,237 <sup>(1)</sup>	I	By Ella Ann 2008 GRAT	
Class A Common Stock						460,686	D		
Class B Common Stock	03/24/2009		P	150	A	\$ 130	1,296 <sup>(1)</sup>	I	By spouse
Class B Common Stock	03/25/2009		P	140	A	\$ 138.27	1,436 <sup>(1) (5)</sup>	I	By spouse
Class A Common Stock						169 <sup>(1) (3)</sup>	I	By Spouse	
Class A Common Stock						507,411 <sup>(1)</sup> <sup>(4)</sup>	I	By Ella Ann 2009 GRAT	
Class B Common Stock						32,651 <sup>(1) (6)</sup>	I	By Ella Ann 2009 GRAT	

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
HOLDING FRANK B POST OFFICE BOX 1377 SMITHFIELD, NC 27577	X	X	Executive Vice Chairman	

## Signatures

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

03/26/2009

\_\_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 transfer of 507,411 shares from reporting person's spouse into Ella Ann 2009 GRAT.
  - (4) Reflects transfer of 507,411 shares into Ella Ann 2009 GRAT from reporting person's spouse.
  - (5) Reflects transfer of 32,651 shares from reporting person's spouse into Ella Ann 2009 GRAT
  - (6) Reflects transfer of 32,651 shares into Ella Ann 2009 GRAT from reporting person's spouse.

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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