

HOLDING FRANK B

Form 4

February 29, 2012

**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 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)

02/10/2012

☐ 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					635,990	D	
Class A Common Stock					538,703 <sup>(1)</sup>	I	By spouse
Class A Common Stock					144,226 <sup>(1)</sup>	I	By Ella Ann 2010 GRAT
Class A Common					703,018 <sup>(1)</sup>	I	By adult children and their spouses

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Stock									and children
Class A Common Stock						26,430 <sup>(1)</sup>	I		By trust for adult children
Class A Common Stock						8,214 <sup>(2)</sup>	I		By Twin States Farming, Inc.
Class A Common Stock						167,600 <sup>(2)</sup>	I		By First Citizens Bancorporation, Inc.
Class A Common Stock						28,628 <sup>(2)</sup>	I		By Heritage BancShares, Inc. and subsidiary
Class A Common Stock						100,000 <sup>(2)</sup>	I		By Fidelity BancShares, Inc.
Class A Common Stock						46,699 <sup>(2)</sup>	I		By Southern BancShares(N.C.), Inc.
Class A Common Stock						46,000 <sup>(2)</sup>	I		By Southern Bank and Trust Company
Class A Common Stock						54,000 <sup>(2)</sup>	I		By Goshen, Inc.
Class A Common Stock						627 <sup>(2)</sup>	I		By E&F Properties, Inc.
Class B Common Stock	02/13/2012	G	V	100	D	\$ 0 907	D		
Class B Common Stock	02/10/2012	G	V	430	D	\$ 0 2,359 <sup>(1)</sup> <sup>(3)</sup>	I		By spouse
Class B Common Stock	02/13/2012	G	V	500	D	\$ 0 1,859 <sup>(1)</sup>	I		By spouse
Class B Common Stock						700 <sup>(1)</sup>	I		By Ella Ann 2010 GRAT
Class B Common Stock	02/10/2012	G	V	430	A	\$ 0 627,830 <sup>(1)</sup>	I		By adult children and their spouses and children

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Class B Common Stock	02/13/2012	G	V	100	A	\$ 0	627,930 <sup>(1)</sup>	I	By adult children and their spouses and children
Class B Common Stock	02/13/2012	G	V	500	A	\$ 0	628,430 <sup>(1)</sup>	I	By adult children and their spouses and children
Class B Common Stock							6,175 <sup>(1)</sup>	I	By trust for adult children
Class B Common Stock							45,900 <sup>(2)</sup>	I	By First Citizens Bancorporation, Inc.
Class B Common Stock							22,619 <sup>(2)</sup>	I	By Southern BancShares (N.C.), Inc.
Class B Common Stock							1,355 <sup>(2)</sup>	I	By Twin States Farming, Inc.
Class B Common Stock							200 <sup>(2)</sup>	I	By E&F Properties, Inc.

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 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

02/29/2012

\_\_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.

Due to a typographical error, the Reporting Person's Report on Form 5 filed on February 14, 2012, listed the amount of securities

(3) beneficially owned by his spouse as 2,739 shares of Class B Common Stock. The correct number of shares should have been 2,789 shares of Class B common stock. The number of securities beneficially owned following reported transaction reflects this correction.

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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