

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4
 January 27, 2015

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)
POST OFFICE BOX 1377
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2015

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

SMITHFIELD, NC 27577
 (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 | 01/14/2015 | | G | V 2,511 D \$ 0 | 685,163 | I | By Frank B. Holding Revocable Trust |
| Class A Common Stock | 01/22/2015 | | G | V 125 D \$ 0 | 685,038 | I | By Frank B. Holding Revocable Trust |
| Class A Common Stock | | | | | 191,761 ⁽¹⁾ | I | By spouse |
| Class A Common Stock | | | | | 566,125 ⁽¹⁾ | I | By Ella Ann Holding Revocable |

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| | | | | | | | | |
|----------------------------|------------|---|---|-----|---|-------------------------|---|---|
| Stock | | | | | | | | Trust |
| Class A Common Stock | | | | | | 100,000 ⁽²⁾ | I | By Fidelity BancShares, Inc. |
| Class A Common Stock | | | | | | 241,963 ⁽²⁾ | I | By Southern BancShares(N.C.), Inc. and subsidiary |
| Class A Common Stock | | | | | | 12,530 ⁽²⁾ | I | By Twin States Farming, Inc. |
| Class A Common Stock | | | | | | 827 ⁽²⁾ | I | By E&F Properties, Inc. |
| Class A Common Stock | | | | | | 2,675 ⁽²⁾ | I | By Holding Properties, LLC |
| Class B Common Stock | 01/14/2015 | G | V | 317 | D | \$ 0 4 | D | |
| Class B Common Stock | 01/13/2015 | G | V | 172 | D | \$ 0 119 ⁽¹⁾ | I | By spouse |
| Class B Common Stock | | | | | | 22,619 ⁽²⁾ | I | By Southern BancShares (N.C.), Inc. |
| Class B Common Stock | | | | | | 1,355 ⁽²⁾ | I | By Twin States Farming, Inc. |
| Class B Common Stock | | | | | | 200 ⁽²⁾ | I | By E&F Properties, Inc. |
| Class B Common Stock | | | | | | 2,156 ⁽²⁾ | I | By Holding 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.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOLDING FRANK B POST OFFICE BOX 1377 SMITHFIELD, NC 27577 | | X | | |

Signatures

Frank B. Holding, By: William R. Lathan, Jr.,
 Attorney-in-fact 01/26/2015

**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 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 or was a director, officer and/or 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, if any, 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.