

FIRST CITIZENS BANCSHARES INC /DE/  
 Form 4  
 December 29, 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 FRANK B JR**

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)  
**PO BOX 29549**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/24/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CEO**

**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)	52,295	D	
Class A Common Stock				(A) or (D)	5,500 <sup>(1)</sup>	I	By Spouse
Class A Common Stock				(A) or (D)	1,060	I	As custodian for F.B. Holding III
Class A Common Stock				(A) or (D)	4,744	I	As custodian for B.P.

Stock									Holding
Class A Common Stock						1,339		I	As custodian for L.R. Holding II
Class A Common Stock						5,400		I	By trust
Class B Common Stock	12/24/2008		G V	300	D	\$ 0	112,358	D	
Class B Common Stock	12/24/2008		G V	150	A	\$ 0	9,238	I	As custodian for L.R. Holding II
Class B Common Stock							1,225	I	By trust
Class B Common Stock							650 <sup>(1)</sup>	I	By spouse
Class B Common Stock							316	I	As custodian for F. B. Holding III
Class B Common Stock	12/24/2008		G V	150	A	\$ 0	8,193	I	As custodian for B. P. Holding
Class B Common Stock							7,895 <sup>(1)</sup>	I	Irrevocable Trust for F. B. Holding III
Class A Common Stock							3,571 <sup>(1)</sup>	I	Irrevocable Trust for F. B. Holding III

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur
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