

HOLDING FRANK B
Form 4
February 23, 2011

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)
02/18/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice Chairman

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)
				(A) or (D) Price			
Class A Common Stock	02/18/2011		J ⁽³⁾	253,190 A \$ 0	514,490	D	
Class A Common Stock					445	I	By F. Holding 2009 GRAT
Class A Common Stock	02/18/2011		J ⁽³⁾	253,190 D \$ 0	366,789	I	By: F. Holding 2010 GRAT
Class A Common Stock					784 ⁽¹⁾	I	By spouse

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Stock								
Class A Common Stock	02/22/2011	P	40	A	\$ 202.48	381,426 ⁽¹⁾	I	By Ella Ann 2009 GRAT
Class A Common Stock						313,869 ⁽¹⁾	I	By Ella Ann 2010 GRAT
Class A Common Stock						442,439 ⁽¹⁾	I	By adult children and their spouses and children
Class A Common Stock						26,430 ⁽¹⁾	I	By trust for adult children
Class A Common Stock						8,214 ⁽²⁾	I	By Twin States Farming, Inc.
Class A Common Stock						167,600 ⁽²⁾	I	By First Citizens Bancorporation, Inc.
Class A Common Stock						28,628 ⁽²⁾	I	By Heritage BancShares, Inc. and subsidiary
Class A Common Stock						100,000 ⁽²⁾	I	By Fidelity BancShares, Inc.
Class A Common Stock						46,699 ⁽²⁾	I	By Southern BancShares(N.C.), Inc.
Class A Common Stock						46,000 ⁽²⁾	I	By Southern Bank and Trust Company
Class A Common Stock						54,000 ⁽²⁾	I	By Goshen, Inc.
Class A Common Stock						627 ⁽²⁾	I	By E&F Properties, Inc.
Class B Common Stock	02/22/2011	P	300	A	\$ 200	563,011 ⁽¹⁾	I	By adult children and their spouses and children
Class B Common Stock						45,900 ⁽²⁾	I	By First Citizens Bancorporation, Inc.

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Class B Common Stock	22,619 ⁽²⁾	I	By Southern BancShares (N.C.), Inc.
Class B Common Stock	6,175 ⁽¹⁾	I	By trust for adult children
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	36,574 ⁽¹⁾	I	By Ella Ann 2009 GRAT
Class B Common Stock	2,851 ⁽¹⁾	I	By spouse
Class B Common Stock	850 ⁽¹⁾	I	By Ella Ann Lee Holding Revocable Trust dtd October 24, 2007
Class B Common Stock	6,015	D	
Class B Common Stock	2,325	I	By Frank B. Holding Revocable Trust Dated October 24, 2004
Class B Common Stock	2,034	I	By F. Holding 2010 GRAT
Class B Common Stock	150	I	By F. Holding 2009 GRAT
Class B Common Stock	1,442	I	By Ella Ann 2010 GRAT

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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

02/23/2011

**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 distribution from 2010 grantor retained annuity trust.

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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