

FIRST CITIZENS BANCSHARES INC /DE/

Form 4

April 13, 2015

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

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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)

POST OFFICE BOX 1377

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/09/2015

____ Director ____ ☒ 10% Owner
____ Officer (give title below) ____ 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				(A) or (D)	Price		By Frank B. Holding Revocable Trust
				Code V Amount		685,038	I
Class A Common Stock						191,761 ⁽¹⁾	I By spouse
Class A Common Stock						566,125 ⁽¹⁾	I By Ella Ann Holding Revocable Trust
Class A Common						100,000 ⁽²⁾	I By Fidelity BancShares, Inc.

Stock

Class A Common Stock	04/09/2015	S	861	D	\$ 257.29 (3)	236,153 (2)	I	By Southern BancShares(N.C.), Inc. and subsidiary
Class A Common Stock	04/10/2014	S	5	D	\$ 257.25	236,148 (2)	I	By Southern BancShares(N.C.), Inc. and subsidiary
Class A Common Stock						12,530 (4)	I	By Twin States Farming, Inc.
Class A Common Stock						827 (4)	I	By E&F Properties, Inc.
Class A Common Stock						2,675 (4)	I	By Holding Properties, LLC
Class B Common Stock						4	D	
Class B Common Stock						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 (4)	I	By Twin States Farming, Inc.
Class B Common Stock						200 (4)	I	By E&F Properties, Inc.
Class B Common Stock						2,156 (4)	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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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

Signatures

Frank B. Holding, By: William R. Lathan, Jr.,
Attorney-in-fact 04/13/2015

__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).

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 disclaims beneficial ownership of these shares and they will no longer be listed on his Section 16 reports.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$257.25 to \$257.50, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., and security holder of First Citizens BancShares, Inc., or the staff of the Securities and Exchange Commission, upon request full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

(4) 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.

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