

FIRST CITIZENS BANCSHARES INC /DE/

Form 4

May 20, 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 Olivia Britton

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)

05/18/2015

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

PO BOX 1352

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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				(A) or (D)	343,938	D	
Class A Common Stock				Code V Amount (D) Price	685,038	I	As Co-Trustee for Frank B. Holding Revocable Trust
Class A Common					2,675	I ⁽¹⁾	By Holding Properties, LLC

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Class A Common						827	I <u>(1)</u>	By E&F Properties, Inc.
Class A Common						12,530	I <u>(1)</u>	By Twin States Farming, Inc.
Class A Common	05/18/2015	S	1,000	D	\$ <u>247</u> (2)	235,148	I <u>(1)</u>	By Southern BancShares (N.C.), Inc. and subsidiary
Class A Common	05/19/2015	S	5,585	D	\$ <u>251.03</u> (3)	229,563	I <u>(1)</u>	By Southern BancShares (N.C.), Inc. and subsidiary
Class A Common						10,544	I	As beneficiary of Trust
Class B Common						3,113	D	
Class B Common						116,704	I	By: Olivia B. Holding Revocable Trust
Class B Common						2,156	I <u>(1)</u>	By Holding Properties, LLC
Class B Common						200	I <u>(1)</u>	By E&F Properties, Inc.
Class B Common						1,355	I <u>(1)</u>	By Twin States Farming, Inc.
Class B Common						22,619	I <u>(1)</u>	By Southern BancShares (N.C.), INC. and subsidiary
Class B Common						1,225	I	As beneficiary of Trust

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

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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 Olivia Britton PO BOX 1352 SMITHFIELD, NC 27577	X

Signatures

Olivia B. Holding, By: William R. Lathan, Jr.,
Attorney-in-Fact 05/20/2015

__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 a director, officer, manager and/or shareholder of the companies that own these shares, but she disclaims beneficial ownership of the listed shares except to the extent of her 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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$247.00 to \$247.02, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., and security holders 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 above range.

(3)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$251.00 to \$251.625, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., and security holders 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 above range.

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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