

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4
 April 06, 2009

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 LEWIS R

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 29549
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2009

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

RALEIGH, NC 27626

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V | Amount | Price |
| Class A Common Stock | | | | | 48,963 ⁽¹⁾ | I | By spouse |
| Class A Common Stock | | | | | 25,129 ⁽¹⁾ | I | By Adult Child |
| Class A Common Stock | | | | | 18,145 ⁽²⁾ | I | By Yadkin Valley Company |
| Class A Common Stock | | | | | 700 ⁽²⁾ | I | By Yadkin Valley Life |

| | | | | |
|----------------------|--------------------|---|--|---|
| Stock | | | | Insurance Company |
| Class A Common Stock | 167,600 <u>(2)</u> | I | | By First Citizens Bancorporation, Inc. |
| Class A Common Stock | 100,000 <u>(2)</u> | I | | By Fidelity BancShares (N.C.), Inc. |
| Class A Common Stock | 46,699 <u>(2)</u> | I | | By Southern BancShares (N.C.), Inc. |
| Class A Common Stock | 46,000 <u>(2)</u> | I | | By Southern Bank and Trust Company |
| Class A Common Stock | 54,000 <u>(2)</u> | I | | By Goshen, Inc. |
| Class B Common Stock | 12,025 <u>(1)</u> | I | | By spouse |
| Class B Common Stock | 175 <u>(2)</u> | I | | By Yadkin Valley Life Insurance Company |
| Class B Common Stock | 45,900 <u>(2)</u> | I | | By First Citizens Bancorporation, Inc. |
| Class B Common Stock | 22,619 <u>(2)</u> | I | | By Southren BancShares (N.C.), Inc. |
| Class B Common Stock | 726 <u>(1)</u> | I | | By Adult Child |
| Class B Common Stock | 1,725 <u>(2)</u> | I | | By Yadkin Valley CompanyClass |
| Class B Common Stock | 217 <u>(1)</u> | I | | By Trust for Sheppard K. Ames IV |
| Class B Common Stock | 106 <u>(1)</u> | I | | By Trust for Carolyn R. Ames |
| Class A Common | 284 <u>(1)</u> | I | | By Trust for Carolyn R. |

| | | | | | | | | | |
|----------------------------|------------|--|---|--------|---|----------------------|---------|---|------------------------------------|
| Stock | | | | | | | | | Ames |
| Class B Common Stock | | | | | | 31,469 | D | | |
| Class A Common Stock | | | | | | 173 | I | | By Trust for Shepard K. Ames |
| Class A Common Stock | 04/03/2009 | | S | 600 | D | \$ 129.375 (3) | 650,632 | D | |
| Class A Common Stock | 04/03/2009 | | S | 12,500 | D | \$ 130.4 (4) | 638,132 | D | |
| Class A Common Stock | 04/03/2009 | | S | 2,602 | D | \$ 131.08 (5) | 635,530 | D | |
| Class A Common Stock | 04/03/2009 | | S | 1,652 | D | \$ 132.01 (6) | 633,878 | D | |

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 |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOLDING LEWIS R POST OFFICE BOX 29549 RALEIGH, NC 27626 | | X | | |

Signatures

Lewis R. Holding, By: William R. Lathan, Jr.,
Attorney-in-Fact

04/03/2009

__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 disclaims beneficial ownership of these securities, 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 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.75 to \$129.50, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., any 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 ranges set forth in footnote (3) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.00 to \$130.80, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., any 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 ranges set forth in footnote (4) to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.00 to \$131.53, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., any 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 ranges set forth in footnote (5) to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.00 to \$132.04, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., any 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 ranges setr forth in footnote (6) to this Form 4.

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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