

HOLDING FRANK B JR  
Form 4  
May 22, 2012

**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)  
05/21/2012

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

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)
Class A Common Stock				(A) or (D)			
			Code	V	Amount	(D)	Price
Class A Common Stock					144,594	D	
Class A Common Stock					5,400	I	By trust
Class A Common Stock					5,500 <sup>(1)</sup>	I	By Spouse
Class A Common Stock					1,060 <sup>(1)</sup>	I	As custodian for F.B.

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Stock									Holding III
Class A Common Stock						3,571 <sup>(1)</sup>	I		Irrevocable Trust for F. B. Holding III
Class A Common Stock						1,644 <sup>(1)</sup>	I		As custodian for B.P. Holding
Class A Common Stock						3,100 <sup>(1)</sup>	I		By daughter, Barbara P. Holding
Class A Common Stock						974 <sup>(1)</sup>	I		As custodian for L.R. Holding II
Class A Common Stock						365 <sup>(1)</sup>	I		By son, Lewis R. Holding II
Class B Common Stock						123,470	D		
Class B Common Stock						1,225	I		By trust
Class B Common Stock						1,111 <sup>(1)</sup>	I		By spouse
Class B Common Stock						494 <sup>(1)</sup>	I		As custodian for F. B. Holding III
Class B Common Stock						134 <sup>(1)</sup>	I		By son Frank B. Holding III
Class B Common Stock						8,045 <sup>(1)</sup>	I		Irrevocable Trust for F. B. Holding III
Class B Common Stock	05/21/2012		P	119	A	\$ 170	11,567 <sup>(1)</sup>	I	As custodian for B. P. Holding
Class B Common Stock							150 <sup>(1)</sup>	I	By daughter Barbara P. Holding
Class B Common Stock	05/21/2012		P	119	A	\$ 170	8,676 <sup>(1)</sup>	I	As custodian for L.R.

Stock						Holding II
Class B						By son
Common				4,217 <sup>(1)</sup>	I	Lewis R.
Stock						Holding II

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLDING FRANK B JR PO BOX 29549 RALEIGH, NC 27626	X		Chairman and CEO	

## Signatures

Frank B. Holding, Jr., by: William R. Lathan, Jr., Attorney-in-Fact 05/22/2012

\_\_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.

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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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