

HOLDING FRANK B
Form 4
January 18, 2013

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)
03/19/2012

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 | | | | | 635,990 | D | |
| Class A Common Stock | 12/21/2012 | | G ⁽⁴⁾ | V 537,911 D \$ 0 | 146,563 ⁽¹⁾ | I | By spouse |
| Class A Common Stock | 12/21/2012 | | G ⁽⁴⁾ | V 537,911 A \$ 0 | 537,911 ⁽¹⁾ | I | By EAH 2012 GRAT |
| Class A Common Stock | | | | | 703,018 ⁽³⁾ | I | By adult children and their spouses |

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| | | | | | | | | | |
|----------------------------|------------|---|---------|---|--------------|------------------------|---|--|---|
| Stock | | | | | | | | | and children |
| Class A Common Stock | | | | | | 26,430 ⁽³⁾ | I | | By trust for adult children |
| 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 | | | | | | 146,699 ⁽²⁾ | I | | By Southern BancShares(N.C.), Inc. and subsidiary |
| Class A Common Stock | | | | | | 8,214 ⁽²⁾ | I | | By Twin States Farming, Inc. |
| Class A Common Stock | | | | | | 627 ⁽²⁾ | I | | By E&F Properties, Inc. |
| Class A Common Stock | | | | | | 1,675 ⁽²⁾ | I | | By Holding Properties, LLC |
| Class B Common Stock | 03/19/2012 | P | 15 | A | \$ 162.65 | 1,833 | D | | |
| Class B Common Stock | 01/02/2013 | G | V 1,512 | D | \$ 0 | 321 | D | | |
| Class B Common Stock | 12/28/2012 | G | V 480 | D | \$ 0 | 2,346 ⁽¹⁾ | I | | By spouse |
| Class B Common Stock | 01/02/2013 | G | V 840 | D | \$ 0 | 1,506 ⁽¹⁾ | I | | By spouse |
| Class A Common Stock | 01/09/2013 | G | V 840 | D | \$ 0 | 666 ⁽¹⁾ | I | | By spouse |
| Class B Common Stock | 01/02/2013 | G | V 1,512 | A | \$ 0 | 632,307 ⁽³⁾ | I | | By adult children and their spouses and children |

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| | | | | | | | | | |
|----------------------------|------------|---|---|-------|---|------|------------------------|---|--|
| Class B Common Stock | 01/02/2013 | G | V | 840 | A | \$ 0 | 633,147 ⁽³⁾ | I | By adult children and their spouses and children |
| Class B Common Stock | 12/28/2012 | G | V | 160 | A | \$ 0 | 633,307 ⁽³⁾ | I | By adult children and their spouses and children |
| Class B Common Stock | 12/27/2012 | G | V | 1,453 | A | \$ 0 | 634,760 ⁽³⁾ | I | By adult children and their spouses and children |
| Class B Common Stock | 12/28/2012 | G | V | 304 | D | \$ 0 | 634,456 ⁽³⁾ | I | By adult children and their spouses and children |
| Class B Common Stock | 01/09/2013 | G | V | 840 | A | \$ 0 | 635,296 ⁽³⁾ | I | By adult children and their spouses and children |
| Class B Common Stock | | | | | | | 6,772 ⁽³⁾ | I | By trust for adult children |
| Class B Common Stock | | | | | | | 45,900 ⁽²⁾ | I | By First Citizens Bancorporation, Inc. |
| Class B Common Stock | | | | | | | 22,619 ⁽²⁾ | I | By Southern BancShares (N.C.), Inc. |
| 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 | | | | | | | 2,156 ⁽²⁾ | 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.

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(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Nu Deriv Secur |
|---------------------------------------|------------------------------|---|---|------------------------|-----------------|--|---|---------------------------------------|-------------------------|
|---------------------------------------|------------------------------|---|---|------------------------|-----------------|--|---|---------------------------------------|-------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Beneficial Ownership Following Reportable Transaction (Instr. 5) | | | | |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|---------------------|--------------------|-------|--|
| | | | | 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 01/18/2013

__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 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.
 - (3) These shares are held by or for the reporting person's adult children and their spouses and children, none of whom reside in the reporting person's home. The reporting person disclaims any pecuniary or reportable interest in the shares and they will not be included in his future reports.
 - (4) On December 21, 2012, the reporting person's spouse contributed 537,911 shares of Class A common stock to a grantor retained annuity trust for the benefit of herself and her children.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.