

FIRST CITIZENS BANCSHARES INC /DE/

Form 4

February 12, 2008

**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

OMB  
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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)  
**02/11/2008**

☐ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|
| Class A<br>Common<br>Stock            |                                         |                                                             |                                      |                                                                         | 382,953                                                                                                            | D                                                                       |                                                                |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                      |                                                                         | 240,836 <sup>(1)</sup>                                                                                             | I                                                                       | By adult<br>children and<br>their spouses<br>and children      |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                      |                                                                         | 26,430 <sup>(1)</sup>                                                                                              | I                                                                       | By trust for<br>adult children                                 |
|                                       |                                         |                                                             |                                      |                                                                         | 8,193 <sup>(2)</sup>                                                                                               | I                                                                       |                                                                |

|                            |                    |   |                                                           |
|----------------------------|--------------------|---|-----------------------------------------------------------|
| Class A<br>Common<br>Stock |                    |   | By Twin States<br>Farming                                 |
| Class A<br>Common<br>Stock | 167,600 <u>(2)</u> | I | By First Citizens<br>Bancorporation,<br>Inc.              |
| Class A<br>Common<br>Stock | 28,628 <u>(2)</u>  | I | By The Heritage<br>Bank                                   |
| Class A<br>Common<br>Stock | 100,000 <u>(2)</u> | I | By Fidelity<br>BancShares<br>(N.C.), Inc.                 |
| Class A<br>Common<br>Stock | 36,659 <u>(2)</u>  | I | By Southern<br>BancShares, Inc.                           |
| Class A<br>Common<br>Stock | 46,000 <u>(2)</u>  | I | By Southern<br>Bank and Trust<br>Company                  |
| Class A<br>Common<br>Stock | 54,000 <u>(2)</u>  | I | By Goshen, Inc.                                           |
| Class A<br>Common<br>Stock | 481 <u>(2)</u>     | I | By E&F<br>Properties, Inc.                                |
| Class B<br>Common<br>Stock | 552,206 <u>(1)</u> | I | By adult<br>children and<br>their spouses<br>and children |
| Class B<br>Common<br>Stock | 45,900 <u>(2)</u>  | I | By First Citizens<br>Bancorporation,<br>Inc.              |
| Class B<br>Common<br>Stock | 22,619 <u>(2)</u>  | I | By Southern<br>BancShares<br>(N.C.), Inc.                 |
| Class B<br>Common<br>Stock | 6,175 <u>(2)</u>   | I | By trust for<br>adult children                            |
| Class B<br>Common<br>Stock | 1,325 <u>(2)</u>   | I | By Twin States<br>Farming                                 |
| Class B<br>Common<br>Stock | 100 <u>(2)</u>     | I | By E & F<br>Properties                                    |
|                            | 21,423             | D |                                                           |

Class B  
Common  
Stock

|                            |            |   |    |   |           |                    |   |           |
|----------------------------|------------|---|----|---|-----------|--------------------|---|-----------|
| Class A<br>Common<br>Stock | 02/11/2008 | P | 25 | A | \$ 142.56 | 861 <sup>(1)</sup> | I | By spouse |
|----------------------------|------------|---|----|---|-----------|--------------------|---|-----------|

|                            |  |  |  |  |  |         |   |                       |
|----------------------------|--|--|--|--|--|---------|---|-----------------------|
| Class A<br>Common<br>Stock |  |  |  |  |  | 177,665 | I | By F. Holding<br>GRAT |
|----------------------------|--|--|--|--|--|---------|---|-----------------------|

|                            |  |  |  |  |  |                          |   |                   |
|----------------------------|--|--|--|--|--|--------------------------|---|-------------------|
| Class A<br>Common<br>Stock |  |  |  |  |  | 1,215,700 <sup>(1)</sup> | I | By spouse<br>GRAT |
|----------------------------|--|--|--|--|--|--------------------------|---|-------------------|

|                            |            |   |     |   |        |                      |   |           |
|----------------------------|------------|---|-----|---|--------|----------------------|---|-----------|
| Class B<br>Common<br>Stock | 02/11/2008 | P | 354 | A | \$ 189 | 4,855 <sup>(1)</sup> | I | By spouse |
|----------------------------|------------|---|-----|---|--------|----------------------|---|-----------|

|                            |            |   |     |   |           |                      |   |           |
|----------------------------|------------|---|-----|---|-----------|----------------------|---|-----------|
| Class B<br>Common<br>Stock | 02/11/2008 | P | 196 | A | \$ 186.75 | 5,051 <sup>(1)</sup> | I | By spouse |
|----------------------------|------------|---|-----|---|-----------|----------------------|---|-----------|

|                            |            |   |    |   |        |                      |   |           |
|----------------------------|------------|---|----|---|--------|----------------------|---|-----------|
| Class B<br>Common<br>Stock | 02/11/2008 | P | 32 | A | \$ 189 | 5,083 <sup>(1)</sup> | I | By spouse |
|----------------------------|------------|---|----|---|--------|----------------------|---|-----------|

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                         |       |
|-----------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                 | Director      | 10% Owner | Officer                 | Other |
| HOLDING FRANK B<br>POST OFFICE BOX 1377<br>SMITHFIELD, NC 27577 | X             | X         | Executive Vice Chairman |       |

## Signatures

Frank B. Holding, By: William R. Lathan, Jr.,  
Attorney-in-fact

02/12/2008

\_\_\_\_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 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.

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.