

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4
 December 24, 2014

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)
11/18/2014

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

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	11/18/2014		G	V	25,684	D	\$ 0
					635,990	(4)	D
Class A Common Stock	12/08/2014		G	V	635,990	D	\$ 0
					0	(4)	D
Class A Common Stock	12/18/2014		G	V	18,600	A	\$ 0
					18,600	(3)	D
Class A Common	12/18/2014		G	V	18,600	D	\$ 0
					0	(4)	D

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Stock									
Class A Common Stock	11/18/2014	G	V	25,684	A	\$ 0	33,084 ⁽⁴⁾	I	By Frank B. Holding Revocable Trust
Class A Common Stock	12/08/2014	G	V	635,990	A	\$ 0	669,074 ⁽⁴⁾	I	By Frank B. Holding Revocable Trust
Class A Common Stock	12/18/2014	G	V	18,600	A	\$ 0	687,674 ⁽⁴⁾	I	By Frank B. Holding Revocable Trust
Class A Common Stock	12/18/2014	G	V	49,600	D	\$ 0	0 ⁽³⁾	I	By FBH 2012 GRAT
Class A Common Stock	12/11/2014	G	V	176,956	D	\$ 0	0 ⁽¹⁾ ⁽⁶⁾	I	By Spouse
Class A Common Stock	12/18/2014	G	V	63,596	A	\$ 0	63,596 ⁽¹⁾ ⁽⁵⁾	I	By Spouse
Class C Common Stock	12/18/2014	G	V	63,596	D	\$ 0	0 ⁽¹⁾ ⁽⁶⁾	I	By Spouse
Class A Common Stock	12/22/2014	G		191,761	A	\$ 0	191,761 ⁽¹⁾ ⁽⁵⁾	I	By spouse
Class A Common Stock	12/11/2014	G	V	176,956	A	\$ 0	502,529 ⁽¹⁾ ⁽⁶⁾	I	By Ella Ann Holding Revocable Trust
Class A Common Stock	12/18/2014	G	V	63,596	A	\$ 0	566,125 ⁽¹⁾ ⁽⁶⁾	I	By Ella Ann Holding Revocable Trust
Class A Common Stock	12/18/2014	G	V	171,596	D	\$ 0	357,261 ⁽¹⁾ ⁽⁵⁾	I	By EAH 2012 GRAT
Class A Common Stock	12/22/2014	G		357,261	D	\$ 0	0 ⁽¹⁾ ⁽⁵⁾	I	By EAH 2012 GRAT
Class A Common Stock							100,000 ⁽²⁾	I	By Fidelity BancShares, Inc.
Class A Common Stock							241,963 ⁽²⁾	I	By Southern BancShares(N.C.), Inc. and subsidiary

Class A Common Stock	12,530 ⁽²⁾	I	By Twin States Farming, Inc.
Class A Common Stock	827 ⁽²⁾	I	By E&F Properties, Inc.
Class A Common Stock	2,675 ⁽²⁾	I	By Holding Properties, LLC
Class B Common Stock	321	D	
Class B Common Stock	291 ⁽¹⁾	I	By spouse
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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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 Benef Own Follo Repo Trans (Instr
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	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 FRANK B POST OFFICE BOX 1377 SMITHFIELD, NC 27577		X		

Signatures

Frank B. Holding, By: William R. Lathan, Jr., Attorney-in-Fact	12/22/2014
**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 or was 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, 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.
 - (3) Reflects distribution from the Reporting Person's grantor retained annuity trust.
 - (4) Reporting Person's contribution of Class A Common stock to his Revocable Trust.
 - (5) Reflects distribution from Reporting Person's spouse's grantor retained annuity trusts.
 - (6) Reporting Person's spouse's contribution of Class A Common stock to her Revocable Trust.

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.