

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4
 April 13, 2015

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 *
BRYANT HOPE HOLDING

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)
4300 SIX FORKS ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/09/2015

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

RALEIGH, NC 27609

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 | (D) | Price |
| Class A Common Stock | | | | | 272,492 | D | |
| Class A Common Stock | | | | | 10,772 | I | As beneficiary of Trust |
| Class A Common Stock | | | | | 18,914 | I ⁽¹⁾ | As custodian for Hewlette |
| Class A Common Stock | | | | | 16,288 | I ⁽¹⁾ | As custodian for John |

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| | | | | | | | | |
|----------------------------|------------|---|-----|---|----------------------------|--------------|--------------|----------------------------------------------------------------|
| Stock | | | | | | | | Patrick |
| Class A Common Stock | | | | | 16,925 | I <u>(1)</u> | | As custodian for Elliot |
| Class A Common Stock | | | | | 80 | I <u>(1)</u> | | By Hewlette Collier Connell |
| Class A Common Stock | | | | | 80 | I <u>(1)</u> | | By John Patrick Connell |
| Class A Common Stock | | | | | 80 | I | | By Samuel Hunter Bryant |
| Class A Common Stock | | | | | 1,990 | I <u>(1)</u> | | John Connell as Custodian for Hewlette |
| Class A Common Stock | | | | | 4,850 | I <u>(1)</u> | | John Connell as Custodian for John Patrick |
| Class A Common Stock | | | | | 3,604 | I <u>(1)</u> | | By John Connell as custodian for Elliot Connell |
| Class A Common Stock | | | | | 174,469 | I <u>(2)</u> | | By Yadkin Valley Company and subsidiary |
| Class A Common Stock | | | | | 827 | I <u>(2)</u> | | By E&F Properties |
| Class A Common Stock | | | | | 12,530 | I <u>(2)</u> | | By Twin States Farming, Inc. |
| Class A Common Stock | 04/09/2015 | S | 861 | D | \$ 257.29 <u>(3)</u> | 236,153 | I <u>(2)</u> | By Southern BancShares (N.C.), Inc. and subsidiary |
| | | | | | | 100,000 | I <u>(2)</u> | |

| | | | |
|----------------------------|---------|------------------|--------------------------------------------------------|
| Class A Common Stock | | | By Fidelity BancShares (N.C.), Inc. |
| Class B Common Stock | 100,953 | D | |
| Class B Common Stock | 1,225 | I | As beneficiary of Trust |
| Class B Common Stock | 1,751 | I ⁽¹⁾ | As custodian for Hewlette |
| Class B Common Stock | 6,250 | I ⁽¹⁾ | By Hewlette Collier Connell |
| Class B Common Stock | 1,751 | I ⁽¹⁾ | As custodian for John Patrick |
| Class B Common Stock | 5,000 | I ⁽¹⁾ | By John Patrick Connell |
| Class B Common Stock | 6,950 | I ⁽¹⁾ | As custodian for Elliot |
| Class B Common Stock | 323 | I ⁽¹⁾ | John Connell as custodian for Hewlette |
| Class B Common Stock | 323 | I ⁽¹⁾ | John Connell as custodian for John Patrick |
| Class B Common Stock | 100 | I ⁽¹⁾ | John Connell as custodian for Elliot |
| Class B Common Stock | 1,900 | I ⁽²⁾ | By Yadkin Valley Company and subsidiary |
| Class B Common Stock | 200 | I ⁽²⁾ | By E&F Properties, Inc. |

| | | | |
|----------------------------|--------|------------------|----------------------------------------------------------------|
| Class B Common Stock | 1,355 | I ⁽²⁾ | By Twin States Farming, Inc. |
| Class B Common Stock | 22,619 | I ⁽²⁾ | By Southern BancShares (N.C.), Inc. and subsidiary |

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 (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 |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
| | | | | | | 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 |
| BRYANT HOPE HOLDING 4300 SIX FORKS ROAD RALEIGH, NC 27609 | X | X | Vice Chairman | |

Signatures

Hope Holding Bryant, By: William R. Lathan, Jr.,
Attorney-in-fact

04/13/2015

__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 she disclaims beneficial ownership of the listed shares except to the extent of her 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$257.25 to \$257.50, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., and security holders 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 range set forth in footnote (2) 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.

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.