HOLDING FRANK B JR

Form 4

December 03, 2008

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HOLDING FRANK B JR** Issuer Symbol FIRST CITIZENS BANCSHARES (Check all applicable) INC /DE/ [FCNCA] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) PO BOX 29549 12/01/2008 President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting RALEIGH, NC 27626 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Instr. 3, 4 and 5) (D) or Ownership (Month/Day/Year) (Instr. 8) Owned Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A

Common Stock	52,295	D	
Class A Common Stock	5,500 (1)	I	By Spouse
Class A Common Stock	1,060	I	As custodian for F.B. Holding III
Class A Common	4,744	I	As custodian for B.P.

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Stock								Holding
Class A Common Stock						1,339	I	As custodian for L.R. Holding II
Class A Common Stock						5,400	I	By trust
Class B Common Stock						112,658	D	
Class B Common Stock	12/01/2008	P	300	A	\$ 150	9,088	I	As custodian for L.R. Holding II
Class B Common Stock						1,225	I	By trust
Class B Common Stock						650 (1)	I	By spouse
Class B Common Stock						316	I	As custodian for F. B. Holding III
Class B Common Stock						8,043	I	As custodian for B. P. Holding
Class B Common Stock						7,895 (1)	I	Irrevocable Trust for F. B. Holding III
Class A Common Stock						3,571 <u>(1)</u>	I	Irrevocable Trust for F. B. Holding III

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or	Disposed of (D) (Instr. 3,		Securities (Instr. 3 and 4)	(Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amoun or Number of Shares	

Reporting Owners

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

Signatures

Frank B. Holding, Jr., by: William R. Lathan, Jr.,
Attorney-in-Fact

**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.

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.

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