

HOLDING FRANK B  
Form 5  
February 13, 2009

# FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2009

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

POST OFFICE BOX 1377

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

SMITHFIELD, NC 27577

(City) (State) (Zip)

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) | (A) or (D) | Amount or Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-----------------|--|--|---|
| Class A Common Stock            | 12/29/2008                           | Â  | G                              | 510   | D          | \$ 0            | 459,613<br>(4)   | D  | Â   |
| Class A Common Stock            | Â                                    | Â  | Â                              | Â   | Â          | Â               | 240,836<br>(1)   | I  | By adult children and their spouses and children      |
| Class A Common                  | Â                                    | Â  | Â                              | Â   | Â          | Â               | 26,430 (1)   | I  | By trust for adult children                           |

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|                            |   |   |   |   |   |   |                        |   |  |
|----------------------------|---|---|---|---|---|---|------------------------|---|--|
| Stock                      |   |   |   |   |   |   |                        |   |  |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 8,214 <sup>(2)</sup>   | I | By Twin States<br>Farming, Inc.                        |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 167,600 <sup>(2)</sup> | I | By First Citizens<br>Bancorporation,<br>Inc.           |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 28,628 <sup>(2)</sup>  | I | By Heritage<br>BancShares, Inc.<br>and subsidiary      |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 100,000 <sup>(2)</sup> | I | By Fidelity<br>BancShares, Inc.                        |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 46,699 <sup>(2)</sup>  | I | By Southern<br>BancShares(N.C.),<br>Inc.               |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 46,000 <sup>(2)</sup>  | I | By Southern Bank<br>and Trust<br>Company               |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 54,000 <sup>(2)</sup>  | I | By Goshen, Inc.  |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 616 <sup>(2)</sup>     | I | By E&F<br>Properties, Inc.                             |
| Class B<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 553,106 <sup>(1)</sup> | I | By adult children<br>and their spouses<br>and children |
| Class B<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 45,900 <sup>(2)</sup>  | I | By First Citizens<br>Bancorporation,<br>Inc.           |
| Class B<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 22,619 <sup>(2)</sup>  | I | By Southern<br>BancShares (N.C.),<br>Inc.              |
| Class B<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 6,175 <sup>(1)</sup>   | I | By trust for adult<br>children                         |
| Class B<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 1,355 <sup>(2)</sup>   | I | By Twin States<br>Farming, Inc.                        |
| Class B<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 100 <sup>(2)</sup>     | I | By E&F<br>Properties, Inc.                             |

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|                            |   |   |   |   |   |   |                                  |   |                       |
|----------------------------|---|---|---|---|---|---|----------------------------------|---|-----------------------|
| Class B<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 21,423                           | D | Â                     |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 520,105<br><u>(1)</u> <u>(6)</u> | I | By spouse             |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 696,525<br><u>(1)</u> <u>(5)</u> | I | By spouse GRAT        |
| Class A<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 101,032<br><u>(3)</u>            | I | By F. Holding<br>GRAT |
| Class B<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 11,398 <u>(1)</u>                | I | By spouse             |
| Class B<br>Common<br>Stock | Â | Â | Â | Â | Â | Â | 4,237 <u>(1)</u>                 | I | By Spouse GRAT        |

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 2270  
(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. of D Se B O E Is Fi (I  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
|  |  |                                      |  |                                |   | (A)  | (D)   |  |                            |

## Reporting Owners

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

SMITHFIELD, NC 27577

## Signatures

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

02/13/2009

\_\_\_\_\_\*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.
  - (3) Reflects decrease of 77,170 shares resulting from distribution to reporting person.
  - (4) Reflects increase of 77,170 shares resulting from receipt of distribution from F. Holding GRAT.
  - (5) Reflects decrease of 519,175 shares resulting from distribution to reporting person's spouse.
  - (6) Reflects increase of 519,175 shares resulting from receipt of distribution from Spouse GRAT.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.