Edgar Filing: HOLDING FRANK B - Form 4

HOLDING Form 4	FRANK B													
December	03, 2008													
FORI	M 4 _{UNITED}	STATES					E COMMISS		OME OMB Number	3 APPROVAL . 3235-02	.87			
Check if no lo subject Sectior Form 4 Form 5	to SIAIE	x x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,									HumberJanuary 31,Expires:2005Estimated averageburden hours perresponse0.5			
obligat may co <i>See</i> Ins 1(b).	ions Section 17	(a) of the F	Public		ng Co	mpany Ac	t of 1935 or S							
(Print or Type	e Responses)													
	Address of Reporting G FRANK B		Symbol				5. Relations Issuer	hip of R	eporting	Person(s) to				
				Γ CITIZENS DE/ [FCNCA		CSHARE	5	(Check a	all applic	able)				
(Last)	(First) FICE BOX 1377	(Middle)		of Earliest Tra /Day/Year) /2008	nsaction	n	below)	er (give tit		10% Owner Other (specify airman				
	(Street)			nendment, Date Ionth/Day/Year)	e Origir	nal	6. Individua Applicable L _X_ Form fil	ine) ed by One	e Reportin	g Person				
SMITHFI	ELD, NC 27577						Person	a by Moi	e man On	e Reporting				
(City)	(State)	(Zip)	Та	ble I - Non-De	rivativ	e Securities	Acquired, Dispo	sed of, o	or Benefi	cially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	Date, if	TransactionAc	sposed str. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owners Form: Direct (or Indir (I) (Instr. 4	hip Be (In D) ect	Nature of Indired neficial Owners str. 4)				
Class A Common Stock							382,953	D						
Class A Common Stock							240,836 <u>(1)</u>	Ι	an	adult childre d their spouse d children				
Class A Common Stock							26,430 <u>(1)</u>	Ι	-	v trust for adu ildren	lt			
Class A Common							8,214 <u>(2)</u>	Ι	-	v Twin States rming, Inc.				

Stock								
Class A Common Stock						167,600 <u>(2)</u>	Ι	By First Citizens Bancorporation, Inc.
Class A Common Stock						28,628 <u>(2)</u>	I	By Heritage BancShares, Inc. and subsidiary
Class A Common Stock						100,000 (2)	Ι	By Fidelity BancShares, Inc.
Class A Common Stock						46,699 <u>(2)</u>	I	By Southern BancShares(N.C.), Inc.
Class A Common Stock						46,000 <u>(2)</u>	Ι	By Southern Bank and Trust Company
Class A Common Stock						54,000 <u>(2)</u>	Ι	By Goshen, Inc.
Class A Common Stock						616 <u>(2)</u>	Ι	By E&F Properties, Inc.
Class B Common Stock	12/01/2008	Р	300	А	\$ 150	553,106 <u>(1)</u>	Ι	By adult children and their spouses and children
Class B Common Stock						45,900 <u>(2)</u>	Ι	By First Citizens Bancorporation, Inc.
Class B Common Stock						22,619 <u>(2)</u>	Ι	By Southern BancShares (N.C.), Inc.
Class B Common Stock						6,175 <u>(1)</u>	Ι	By trust for adult children
Class B Common Stock						1,355 <u>(2)</u>	Ι	By Twin States Farming, Inc.
Class B Common Stock						100 (2)	Ι	By E&F Properties, Inc.
Class B Common Stock						21,423	D	

Edgar Filing: HOLDING FRANK B - Form 4

Class A Common Stock	861 <u>(1)</u>	Ι	By spouse
Class A Common Stock	1,215,700	I	By spouse GRAT
Class A Common Stock	177,937	Ι	By F. Holding GRAT
Class B Common Stock	11,248 <u>(1)</u>	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.

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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address				
1 0	Director	10% Owner	Officer	Other
HOLDING FRANK B POST OFFICE BOX 1377 SMITHFIELD, NC 27577	Х	Х	Executive Vice Chairman	

Signatures

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

12/03/2008

<u>**</u>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.