

FIRST CITIZENS BANCSHARES INC /DE/  
 Form 4  
 April 08, 2009

**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 LEWIS R**

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 29549**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/06/2009**

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

**RALEIGH, NC 27626**  
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Class A Common Stock            |                                      |  |                                |   | 48,963 <sup>(1)</sup>   | I  | By spouse   |
| Class A Common Stock            |                                      |  |                                |   | 25,129 <sup>(1)</sup>   | I  | By Adult Child  |
| Class A Common Stock            |                                      |  |                                |   | 18,145 <sup>(2)</sup>   | I  | By Yadkin Valley Company                              |
| Class A Common Stock            |                                      |  |                                |   | 700 <sup>(2)</sup>  | I  | By Yadkin Valley Life                                 |

|                      |                    |   |  |   |
|----------------------|--------------------|---|--|---|
| Stock                |                    |   |  | Insurance Company                       |
| Class A Common Stock | 167,600 <u>(2)</u> | I |  | By First Citizens Bancorporation, Inc.  |
| Class A Common Stock | 100,000 <u>(2)</u> | I |  | By Fidelity BancShares (N.C.), 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>  | I |  | By Southern Bank and Trust Company      |
| Class A Common Stock | 54,000 <u>(2)</u>  | I |  | By Goshen, Inc.                         |
| Class B Common Stock | 12,025 <u>(1)</u>  | I |  | By spouse                               |
| Class B Common Stock | 175 <u>(2)</u>     | I |  | By Yadkin Valley Life Insurance Company |
| Class B Common Stock | 45,900 <u>(2)</u>  | I |  | By First Citizens Bancorporation, Inc.  |
| Class B Common Stock | 22,619 <u>(2)</u>  | I |  | By Southren BancShares (N.C.), Inc.     |
| Class B Common Stock | 726 <u>(1)</u>     | I |  | By Adult Child                          |
| Class B Common Stock | 1,725 <u>(2)</u>   | I |  | By Yadkin Valley CompanyClass           |
| Class B Common Stock | 217 <u>(1)</u>     | I |  | By Trust for Sheppard K. Ames IV        |
| Class B Common Stock | 106 <u>(1)</u>     | I |  | By Trust for Carolyn R. Ames            |
| Class A Common       | 284 <u>(1)</u>     | I |  | By Trust for Carolyn R.                 |

|                            |            |  |   |        |   |              |         |   |                                    |
|----------------------------|------------|--|---|--------|---|--------------|---------|---|------------------------------------|
| Stock                      |            |  |   |        |   |              |         |   | Ames                               |
| Class B<br>Common<br>Stock |            |  |   |        |   | 31,469       | D       |   |                                    |
| Class A<br>Common<br>Stock |            |  |   |        |   | 173          | I       |   | By Trust for<br>Shepard K.<br>Ames |
| Class A<br>Common<br>Stock | 04/06/2009 |  | S | 2,000  | D | \$<br>127.25 | 631,878 | D |                                    |
| Class A<br>Common<br>Stock | 04/06/2009 |  | S | 11,100 | D | \$<br>128.13 | 620,778 | D |                                    |
| Class A<br>Common<br>Stock | 04/06/2009 |  | S | 371    | D | \$<br>130.52 | 620,407 | D |                                    |
| Class A<br>Common<br>Stock | 04/06/2008 |  | S | 416    | D | \$ 132       | 619,991 | D |                                    |
| Class A<br>Common<br>Stock | 04/07/2009 |  | S | 1,600  | D | \$<br>125.56 | 618,391 | D |                                    |

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 Bene 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 |
| HOLDING LEWIS R<br>POST OFFICE BOX 29549<br>RALEIGH, NC 27626 |               | X         |         |       |

# Signatures

Lewis R. Holding, By: E. Knox Proctor V,  
Attorney-in-Fact 04/08/2009

\_\_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).
  - (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 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.
 

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices reanging from \$127.00 to \$127.50, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., any security holder 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 ranges set forth in footnote (3) to this Form 4.
  - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices reanging from \$128.00 to \$128.50, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., any security holder 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 ranges set forth in footnote (4) to this Form 4.
  - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices reanging from \$130.50 to \$130.63, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., any security holder 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 ranges set forth in footnote (5) to this Form 4.
  - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices reanging from \$125.20 to \$125.75, inclusive. The reporting person undertakes to provide First Citizens BancShares, Inc., any security holder 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 ranges setr forth in footnote (6) 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.