HOLDING FRANK B

Form 4

March 11, 2010

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

FIRST CITIZENS BANCSHARES

Symbol

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

See Instruction 1(b).

Common

(Print or Type Responses)

HOLDING FRANK B

1. Name and Address of Reporting Person *

		I	INC /DE/ [FCN	CA]	(Check all applicable)			
(Last) POST OFI	(First) FICE BOX 1377	(1	3. Date of Earliest 7 (Month/Day/Year) 03/09/2010	Fransaction	X Direct X Office below)	er (give title	X 10% Owner Other (specify low) c Chairman	
(Street) SMITHFIELD, NC 27577			4. If Amendment, Γ Filed(Month/Day/Ye		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities	Acquired, Dispo	sed of, or Be	neficially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if Transactio Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)	
Stock					•			
Class A Common Stock					240,836 (1)	I	By adult children and their spouses and children	
Class A Common Stock					26,430 (1)	I	By trust for adult children	
Class A					8,214 (2)	I	By Twin States	

Farming, Inc.

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Stock			
Class A Common Stock	167,600 (2)	I	By First Citizens Bancorporation, Inc.
Class A Common Stock	28,628 (2)	I	By Heritage BancShares, Inc. and subsidiary
Class A Common Stock	100,000 (2)	I	By Fidelity BancShares, Inc.
Class A Common Stock	46,699 (2)	I	By Southern BancShares(N.C.), Inc.
Class A Common Stock	46,000 (2)	I	By Southern Bank and Trust Company
Class A Common Stock	54,000 (2)	I	By Goshen, Inc.
Class A Common Stock	627 (2)	I	By E&F Properties, Inc.
Class B Common Stock	553,616 (1)	I	By adult children and their spouses and children
Class B Common Stock	45,900 (2)	I	By First Citizens Bancorporation, Inc.
Class B Common Stock	22,619 (2)	I	By Southern BancShares (N.C.), Inc.
Class B Common Stock	6,175 <u>(1)</u>	I	By trust for adult children
Class B Common Stock	1,355 (2)	I	By Twin States Farming, Inc.
Class B Common Stock	200 (2)	I	By E&F Properties, Inc.
Class A Common Stock	508,617 (1)	I	By Ella Ann 2009 GRAT

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Class B Common Stock						7,497 (1)	I	By Ella Ann 2008 GRAT
Class B Common Stock						35,216 <u>(1)</u>	I	By Ella Ann 2009 GRAT
Class A Common Stock						1,038 (1)	I	By spouse
Class A Common Stock						16,789	I	By F. Holding 2008 GRAT
Class B Common Stock						3,288 (1)	I	By spouse
Class A Common Stock						184,304 (1)	I	By Ella Ann 2008 GRAT
Class B Common Stock						950 (1)	I	By Ella Ann Lee Holding Revocable Trust dtd October 24, 2007
Class A Common Stock						310	I	By F. Holding 2009 GRAT
Class B Common Stock	03/09/2010	P	300	A	\$ 201	1,800	D	

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 (9-02) 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	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

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4, and 5)

						Amount
			Date Exercisable	Expiration Date	Title	or Number of
Code V	(A)	(D)				Shares

Reporting Owners

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

Signatures

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

08/11/2010

**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.

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