

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4
 October 03, 2014

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 *
 Bristow Claire H

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)
 4300 SIX FORKS ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2014

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

RALEIGH, NC 27609
 (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	10/01/2014		A	101,764 A (3)	194,626	D	
Class A Common	10/01/2014		A	6,332 A (3)	6,457 (1)	I	By Spouse
Class A Common	10/01/2014		A	10,096 A (3)	10,645 (1)	I	By spouse as custodian for Peter Bristow, Jr.
Class A Common	10/01/2014		A	10,004 A (3)	10,553 (1)	I	By spouse as custodian for Charlotte

Class A Common	10/01/2014	A	9,848	A	<u>(3)</u>	10,397 <u>(1)</u>	I	Bristow By spouse as custodian for Ella Bristow
Class A Common	10/01/2014	A	5,216	A	<u>(3)</u>	6,106 <u>(1)</u>	I	PMB Investments, LLC
Class A Common	10/01/2014	A	1,764	A	<u>(3)</u>	2,154 <u>(1)</u>	I	CRB Investments, LLC
Class A Common	10/01/2014	A	1,680	A	<u>(3)</u>	2,045 <u>(1)</u>	I	EHB Investments, LLC
Class A Common	10/01/2014	A	4,400	A	<u>(3)</u>	19,041 <u>(1)</u>	I	By spouse as trustee for PMB Trust 2011
Class A Common	10/01/2014	A	4,400	A	<u>(3)</u>	19,041 <u>(1)</u>	I	By spouse as trustee for CRB Trust 2011
Class A Common	10/01/2014	A	4,400	A	<u>(3)</u>	19,041 <u>(1)</u>	I	By spouse as trustee for EHB Trust 2011
Class A Common	10/01/2014	A	5,448	A	<u>(3)</u>	10,858	I	As beneficiary of Trust
Class A Common						0 <u>(2)</u> <u>(4)</u>	I	By First Citizens Bancorporation, Inc.
Class B Common						83,355	D	
Class B Common						318 <u>(1)</u>	I	By spouse
Class B Common						1,732 <u>(1)</u>	I	By spouse as custodian for Peter Bristow, Jr.
Class B Common						8,350 <u>(1)</u>	I	PMB Investments, LLC
Class B Common						1,733 <u>(1)</u>	I	By spouse as custodian for Charlotte Bristow
						8,850 <u>(1)</u>	I	

Class B Common				CRB Investments, LLC
Class B Common	1,733 ⁽¹⁾	I		By spouse as custodian for Ella Bristow
Class B Common	8,710 ⁽¹⁾	I		EHB Investments, LLC
Class B Common	1,250	I		As beneficiary of Trust
Class B Common	0 ⁽²⁾ ⁽⁴⁾	I		By First Citizens Bancorporation, Inc.

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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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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bristow Claire H 4300 SIX FORKS ROAD RALEIGH, NC 27609		X		

Signatures

Claire H. Bristow, By: William R. Lathan, Jr.,
Attorney-in-Fact

10/02/2014

__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.

The Reporting Person's husband was a director and officer, and she and her spouse were shareholders, of the company that owned these shares, but she disclaims beneficial ownership of the listed shares, except to the extent of her pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial ownership of the shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

(2)

Reflects shares received in exchange for shares of common stock of First Citizens Bancorporation, Inc. ("BanCorp"), at the rate of 4 shares of the Issuer's Class A common stock and \$50 in cash for each share of BanCorp stock held by the persons or in the manner

(3) indicated in this Report, in connection with the merger of BanCorp into the Issuer. On the day prior to the effective date of the merger, the reported last price of BanCorp's common stock was \$922.25 per share, and the reported closing price of the Issuer's Class A common stock was \$216.63 per share.

(4) Shares previously held by this entity were acquired by the Issuer and cancelled without consideration in the entity's merger with the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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