

FIRST CITIZENS BANCSHARES INC /DE/  
 Form 4  
 May 14, 2008

**FORM 4**

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

OMB APPROVAL

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**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 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)  
**POST OFFICE BOX 1377**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/17/2008**

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

**SMITHFIELD, NC 27577**  
 (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)	
Class A Common Stock				(A) or (D)	Amount		By Southern Bank and Trust Company	
Class A Common Stock				(A) or (D)	46,000 <sup>(2)</sup>	I		
Class A Common Stock				(A) or (D)	54,000 <sup>(2)</sup>	I	By Goshen, Inc.	
Class A Common Stock				(A) or (D)	566 <sup>(2)</sup>	I	By E&F Properties, Inc.	
Class B Common	05/13/2008		P	600 A	\$ 171	552,806 <sup>(1)</sup>	I	By adult children and

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Stock									their spouses and children
Class B Common Stock						45,900 <sup>(2)</sup>	I		By First Citizens Bancorporation, Inc.
Class B Common Stock						22,619 <sup>(2)</sup>	I		By Southern BancShares (N.C.), Inc.
Class B Common Stock						6,175 <sup>(1)</sup>	I		By trust for adult children
Class B Common Stock						1,325 <sup>(2)</sup>	I		By Twin States Farming, Inc.
Class B Common Stock						100 <sup>(2)</sup>	I		By E&F Properties, Inc.
Class B Common Stock						21,423	D		
Class A Common Stock						861 <sup>(1)</sup>	I		By spouse
Class A Common Stock						177,665	I		By F. Holding GRAT
Class A Common Stock						1,215,700 <sup>(1)</sup>	I		By spouse GRAT
Class B Common Stock	05/12/2008	P	100	A	\$ 174.75	5,762 <sup>(1)</sup>	I		By spouse
Class B Common Stock	05/12/2008	P	2,250	A	\$ 176	8,012 <sup>(1)</sup>	I		By spouse
Class B Common Stock	05/12/2008	P	774	A	\$ 174.75	8,786 <sup>(1)</sup>	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.**

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