

FIRST CITIZENS BANCSHARES INC /DE/  
 Form 4  
 May 29, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 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)  
**05/21/2008**

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)
				(A) or (D)	Amount		
				Code	V		Price
Class A Common Stock					382,953	D	
Class A Common Stock					240,836 <sup>(1)</sup>	I	By adult children and their spouses and children
Class A Common Stock					26,430 <sup>(1)</sup>	I	By trust for adult children
Class A Common Stock					8,214 <sup>(2)</sup>	I	By Twin States Farming, Inc.

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Stock								
Class A Common Stock						167,600 <sup>(2)</sup>	I	By First Citizens Bancorporation, Inc.
Class A Common Stock						28,628 <sup>(2)</sup>	I	By Heritage BancShares, Inc. and subsidiary
Class A Common Stock						100,000 <sup>(2)</sup>	I	By Fidelity BancShares, Inc.
Class A Common Stock						46,699 <sup>(2)</sup>	I	By Southern BancShares(N.C.), Inc.
Class A Common Stock						46,000 <sup>(2)</sup>	I	By Southern Bank and Trust Company
Class A Common Stock						54,000 <sup>(2)</sup>	I	By Goshen, Inc.
Class A Common Stock	05/21/2008	P	50	A	\$ 160.79	616 <sup>(2)</sup>	I	By E&F Properties, Inc.
Class B Common Stock						552,806 <sup>(1)</sup>	I	By adult children and 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 <u>(1)</u>	I	By spouse GRAT	
Class B Common Stock	05/27/2008		P	125	A	\$ 175.5	9,031	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.** SEC 1474 (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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
						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 FRANK B POST OFFICE BOX 1377 SMITHFIELD, NC 27577	X	X	Executive Vice Chairman	

## Signatures

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

05/29/2008

\_\_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.