

FIRST CITIZENS BANCSHARES INC /DE/  
Form 4  
January 27, 2015

**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 FRANK B JR**

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)  
**01/14/2015**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

**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)
Class A Common Stock					310,971	D	
Class A Common Stock	01/14/2015		G	V 2,511 D \$0	685,163	I	As Co-Trustee for Frank B. Holding Revocable Trust
Class A Common Stock	01/22/2015		G	V 125 D \$0	685,038	I	As Co-Trustee for Frank B.

Class A Common Stock							11,140	I	Holding Revocable Trust  As beneficiary of Trust
Class A Common Stock	01/14/2015	G	V	125	A	\$ 0	8,370 <sup>(1)</sup>	I	By Spouse
Class A Common Stock							19,400 <sup>(1)</sup>	I	As custodian for B.P. Holding
Class A Common Stock	01/14/2015	G	V	125	A	\$ 0	11,258 <sup>(1)</sup>	I	By daughter, Barbara P. Holding
Class A Common Stock							17,350 <sup>(1)</sup>	I	As custodian for L.R. Holding II
Class A Common Stock	01/14/2015	G	V	125	A	\$ 0	8,523 <sup>(1)</sup>	I	By son, Lewis R. Holding II
Class B Common Stock	01/14/2015	G	V	125	A	\$ 0	97,709	D	
Class B Common Stock							1,822	I	As beneficiary of Trust
Class B Common Stock							1,279 <sup>(1)</sup>	I	By spouse
Class B Common Stock							178 <sup>(1)</sup>	I	As custodian for F. B. Holding III
Class B Common Stock							134 <sup>(1)</sup>	I	By son Frank B. Holding III
Class B Common Stock							12,299 <sup>(1)</sup>	I	As custodian for B. P. Holding
Class B Common Stock							13,713 <sup>(1)</sup>	I	By daughter Barbara P. Holding
Class B Common							9,407 <sup>(1)</sup>	I	As custodian for L.R.

Stock						Holding II
Class B						By son
Common				17,780 <sup>(1)</sup>	I	Lewis R.
Stock						Holding II

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				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
HOLDING FRANK B JR 4300 SIX FORKS ROAD RALEIGH, NC 27609	X	X	Chairman and CEO	

## Signatures

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

01/26/2015

\_\_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.

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