

FIRST CITIZENS BANCSHARES INC /DE/
 Form 5
 March 17, 2006

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CAO

PO BOX 29549

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

RALEIGH, NC 27626

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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 | Â | Â | Â | Â | Â | Â | 52,295 | D | Â |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 5,500 ⁽¹⁾ | I | By Spouse |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 4,631 | I | As custodian for F.B. |

| | | | | | | | | | |
|----------------------|------------|---|---|-----|---|------|--------------------|---|--|
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 4,744 | I | Holding III As custodian for B.P. Holding |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 1,339 | I | As custodian for L.R. Holding II |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 5,400 | I | By trust |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | 112,658 | D | Â |
| Class B Common Stock | 01/07/2002 | Â | G | 110 | A | \$ 0 | 8,388 | I | As custodian for L.R. Holding II |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | 1,225 | I | By trust |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | 650 ⁽¹⁾ | I | By spouse |
| Class B Common Stock | 01/07/2002 | Â | G | 51 | A | \$ 0 | 8,211 | I | As custodian for F. B. Holding III |
| Class B Common Stock | 01/07/2002 | Â | G | 110 | A | \$ 0 | 7,843 | I | As custodian for B. P. Holding |

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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(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 | 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. of |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|

Disposed
of (D)
(Instr. 3,
4, and 5)

| (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 PO BOX 29549 RALEIGH, NC 27626 | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signatures

| | |
|--|------------|
| Frank B. Holding, Jr., by: William R. Lathan, Jr., Attorney-in-Fact | 03/17/2006 |
| **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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.