

HOLDING FRANK B JR
Form 4
January 18, 2013

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)
12/28/2012

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

RALEIGH, NC 27609

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

(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)	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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Class A Common Stock					144,594	D	
Class A Common Stock					5,400	I	As beneficiary of Trust
Class A Common Stock					5,500 ⁽¹⁾	I	By Spouse
Class A Common Stock					0 ⁽²⁾	I	As custodian for F.B.

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Stock									Holding III
Class A Common Stock						4,631 ⁽¹⁾ ⁽³⁾ <u>(4)</u>	I		Irrevocable Trust for F. B. Holding III
Class A Common Stock						1,644 ⁽¹⁾	I		As custodian for B.P. Holding
Class A Common Stock						3,100 ⁽¹⁾	I		By daughter, Barbara P. Holding
Class A Common Stock						974 ⁽¹⁾	I		As custodian for L.R. Holding II
Class A Common Stock						365 ⁽¹⁾	I		By son, Lewis R. Holding II
Class A Common Stock						28,628 ⁽⁵⁾	I		By Heritage BancShares, Inc. and subsidiary
Class B Common Stock	12/28/2012		G	V	160	A \$ 0 96,840	D		
Class B Common Stock	01/02/2013		G	V	168	A \$ 0 97,008	D		
Class B Common Stock							I		As beneficiary of Trust
Class B Common Stock	01/09/2013		G	V	168	A \$ 0 1,279 ⁽¹⁾	I		By spouse
Class B Common Stock							I		As custodian for F. B. Holding III
Class B Common Stock							I		By son Frank B. Holding III
Class B Common Stock						8,361 ⁽¹⁾ ⁽³⁾ <u>(4)</u>	I		Irrevocable Trust for F. B. Holding III
	12/28/2012		G	V	727	A \$ 0 12,299 ⁽¹⁾ ⁽⁶⁾	I		

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Class B Common Stock										As custodian for B. P. Holding
Class B Common Stock	01/09/2013		G	V	168	A	\$ 0	13,713 ⁽¹⁾	I	By daughter Barbara P. Holding
Class B Common Stock	12/28/2012		G	V	726	A	\$ 0	9,407 ⁽¹⁾ ⁽⁶⁾	I	As custodian for L.R. Holding II
Class B Common Stock	01/09/2013		G	V	168	A	\$ 0	17,780 ⁽¹⁾	I	By son Lewis R. 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

01/18/2013

__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's previous reports have included 1,060 shares of Class A common stock and 316 shares of Class B common stock which were mistakenly shown as held by him as custodian for his son. Those shares should have been shown as held in trust for his son and are reflected as such in this report as described in Footnote 3 below.
 - (3) Reflects an increase of 1,060 shares of Class A common stock and 316 shares of Class B common stock shown in previous reports as held by the reporting person as custodian for his son as described in Footnote 2 above.
 - (4) These shares are held by a separate trustee of an irrevocable trust for the benefit of the reporting person's son. The reporting person does not serve as trustee and as beneficiary his son has no investment authority with respect to the shares. As a result, the reporting person has no pecuniary or other reportable interest in the shares and they will not be included in his future reports.
 - (5) The reporting person is a director, officer and/or shareholder of the company that owns these shares, but he disclaims beneficial ownership of the listed shares except to the extent of his pecuniary interest therein, if any.
 - (6) Reflects the correction of a five share error in the number of shares listed in a previous report as having been received by gift.

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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