

HOLDING FRANK B

Form 4

January 18, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)

SMITHFIELD, NC 27577

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/19/2012

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

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Executive Vice Chairman

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)	Price		
			Code	V	Amount		
						635,990	D
Class A Common Stock	12/21/2012		G ⁽⁴⁾	V	537,911	D	\$ 0
						146,563 ⁽¹⁾	I
							By spouse
Class A Common Stock	12/21/2012		G ⁽⁴⁾	V	537,911	A	\$ 0
						537,911 ⁽¹⁾	I
							By EAH 2012 GRAT
Class A Common						703,018 ⁽³⁾	I
							By adult children and their spouses

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Stock									and children
Class A Common Stock					26,430 ⁽³⁾	I			By trust for adult children
Class A Common Stock					167,600 ⁽²⁾	I			By First Citizens Bancorporation, Inc.
Class A Common Stock					28,628 ⁽²⁾	I			By Heritage BancShares, Inc. and subsidiary
Class A Common Stock					100,000 ⁽²⁾	I			By Fidelity BancShares, Inc.
Class A Common Stock					146,699 ⁽²⁾	I			By Southern BancShares(N.C.), Inc. and subsidiary
Class A Common Stock					8,214 ⁽²⁾	I			By Twin States Farming, Inc.
Class A Common Stock					627 ⁽²⁾	I			By E&F Properties, Inc.
Class A Common Stock					1,675 ⁽²⁾	I			By Holding Properties, LLC
Class B Common Stock	03/19/2012	P	15	A	\$ 162.65	1,833	D		
Class B Common Stock	01/02/2013	G	V 1,512	D	\$ 0	321	D		
Class B Common Stock	12/28/2012	G	V 480	D	\$ 0	2,346 ⁽¹⁾	I		By spouse
Class B Common Stock	01/02/2013	G	V 840	D	\$ 0	1,506 ⁽¹⁾	I		By spouse
Class A Common Stock	01/09/2013	G	V 840	D	\$ 0	666 ⁽¹⁾	I		By spouse
Class B Common Stock	01/02/2013	G	V 1,512	A	\$ 0	632,307 ⁽³⁾	I		By adult children and their spouses and children

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Class B Common Stock	01/02/2013	G	V	840	A	\$ 0	633,147 ⁽³⁾	I	By adult children and their spouses and children
Class B Common Stock	12/28/2012	G	V	160	A	\$ 0	633,307 ⁽³⁾	I	By adult children and their spouses and children
Class B Common Stock	12/27/2012	G	V	1,453	A	\$ 0	634,760 ⁽³⁾	I	By adult children and their spouses and children
Class B Common Stock	12/28/2012	G	V	304	D	\$ 0	634,456 ⁽³⁾	I	By adult children and their spouses and children
Class B Common Stock	01/09/2013	G	V	840	A	\$ 0	635,296 ⁽³⁾	I	By adult children and their spouses and children
Class B Common Stock							6,772 ⁽³⁾	I	By trust for adult children
Class B Common Stock							45,900 ⁽²⁾	I	By First Citizens Bancorporation, Inc.
Class B Common Stock							22,619 ⁽²⁾	I	By Southern BancShares (N.C.), Inc.
Class B Common Stock							1,355 ⁽²⁾	I	By Twin States Farming, Inc.
Class B Common Stock							200 ⁽²⁾	I	By E&F Properties, Inc.
Class B Common Stock							2,156 ⁽²⁾	I	By Holding Properties, Inc.

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- ficial Own- er Follo- wing Repor- ting (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 POST OFFICE BOX 1377 SMITHFIELD, NC 27577	X	X	Executive Vice Chairman	

Signatures

Frank B. Holding, 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 is a director, officer and/or 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, if any.
- These shares are held by or for the reporting person's adult children and their spouses and children, none of whom reside in the reporting
- (3) person's home. The reporting person disclaims any pecuniary or reportable interest in the shares and they will not be included in his future reports.
 - (4) On December 21, 2012, the reporting person's spouse contributed 537,911 shares of Class A common stock to a grantor retained annuity trust for the benefit of herself and her children.

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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