

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4
 May 22, 2014

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

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)
12/23/2013

____ Director 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP of Subsidiary

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | | | | | 635,990 | D | |
| Class A Common Stock | 12/23/2013 | | J | 180,650 (3) | A \$ 0 327,213 (1) | I | By spouse |
| Class A Common Stock | 02/18/2014 | | G V | 625 | D \$ 0 326,588 (1) | I | By spouse |
| Class A Common | 02/19/2014 | | G V | 624 | D \$ 0 325,964 (1) | I | By spouse |

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| | | | | | | | | | |
|----------------------------|------------|---|---|----------------------------------|---|------|------------------------|---|---|
| Stock | | | | | | | | | |
| Class A Common Stock | 02/20/2014 | G | V | 875 | D | \$ 0 | 325,089 ⁽¹⁾ | I | By spouse |
| Class A Common Stock | 12/23/2013 | J | | <u>180,650</u> ⁽³⁾ | D | \$ 0 | 357,261 ⁽¹⁾ | I | By EAH 2012 GRAT |
| Class A Common Stock | | | | | | | 167,600 ⁽²⁾ | I | By First Citizens Bancorporation, Inc. |
| Class A Common Stock | | | | | | | 100,000 ⁽²⁾ | I | By Fidelity BancShares, Inc. |
| Class A Common Stock | | | | | | | 152,327 ⁽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 | | | | | | | 321 | D | |
| Class B Common Stock | 04/02/2014 | G | V | 375 | D | \$ 0 | 291 ⁽¹⁾ | I | By spouse |
| 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. |

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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, and this report shall not be deemed an admission that the 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.

(3) Reflects distribution from Ella Ann L. Holding 12/21/2012 grantor retained annuity trust back to the grantor.

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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