

FIRST CITIZENS BANCSHARES INC /DE/
Form 4
December 24, 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 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)
11/18/2014

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class A Common Stock | 12/18/2014 | | G | V | 6,200 | A | \$ 0 256,271 | D |
| Class A Common Stock | 12/18/2014 | | G | V | 21,600 | A | \$ 0 277,871 | D |
| Class A Common Stock | 12/22/2014 | | G | V | 33,100 | A | \$ 0 310,971 | D |
| Class A Common | 11/18/2014 | | G | V | 25,684 | A | \$ 0 33,084 | I As Co-Trustee |

| | | | | | | | | | |
|----------------------|------------|---|---|---------|---|------|-----------------------|---|--|
| Stock | | | | | | | | | for Frank B. Holding Revocable Trust |
| Class A Common Stock | 12/08/2014 | G | V | 635,990 | A | \$ 0 | 669,074 | I | As Co-Trustee for Frank B. Holding Revocable Trust |
| Class A Common Stock | 12/18/2014 | G | V | 18,600 | A | \$ 0 | 687,674 | I | As Co-Trustee for Frank B. Holding Revocable Trust |
| Class A Common Stock | | | | | | | 11,140 | I | As beneficiary of Trust |
| Class A Common Stock | | | | | | | 8,245 ⁽¹⁾ | I | By Spouse |
| Class A Common Stock | | | | | | | 19,400 ⁽¹⁾ | I | As custodian for B.P. Holding |
| Class A Common Stock | | | | | | | 11,133 ⁽¹⁾ | I | By daughter, Barbara P. Holding |
| Class A Common Stock | | | | | | | 17,350 ⁽¹⁾ | I | As custodian for L.R. Holding II |
| Class A Common Stock | | | | | | | 8,398 ⁽¹⁾ | I | By son, Lewis R. Holding II |
| Class B Common Stock | | | | | | | 97,008 | D | |
| Class B Common Stock | | | | | | | 1,822 | I | As beneficiary of Trust |
| Class B Common | | | | | | | 1,279 ⁽¹⁾ | I | By spouse |

| | | | | | | | | |
|----------------------------|--|--|--|-----------------------|---|--|--|---|
| Stock | | | | | | | | |
| Class B Common Stock | | | | 178 ⁽¹⁾ | I | | | As custodian for F. B. Holding III |
| Class B Common Stock | | | | 134 ⁽¹⁾ | I | | | By son Frank B. Holding III |
| Class B Common Stock | | | | 12,299 ⁽¹⁾ | I | | | As custodian for B. P. Holding |
| Class B Common Stock | | | | 13,713 ⁽¹⁾ | I | | | By daughter Barbara P. Holding |
| Class B Common Stock | | | | 9,407 ⁽¹⁾ | I | | | As custodian for L.R. Holding II |
| Class B Common Stock | | | | 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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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 Benef 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

12/24/2014

__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 is insufficient, *see* Instruction 6 for procedure.

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