

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4
 May 14, 2008

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)
03/17/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice Chairman

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				(A) or (D)	382,953	D	
Class A Common Stock				(A) or (D)	240,836 ⁽¹⁾	I	By adult children and their spouse and children
Class A Common Stock				(A) or (D)	26,430 ⁽¹⁾	I	By trust for adult children
				(A) or (D)	8,214 ⁽²⁾	I	

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Class A Common Stock									By Twin States Farming, Inc.
Class A Common Stock						167,600 <u>(2)</u>	I		By First Citizens Bancorporation, Inc.
Class A Common Stock						28,628 <u>(2)</u>	I		By Heritage BancShares, Inc. and its subsidiary
Class A Common Stock						100,000 <u>(2)</u>	I		By Fidelity BancShares, Inc.
Class A Common Stock	03/17/2008	P	2	A	\$ 125	36,661 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	3,600	A	\$ 126	40,261 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	100	A	\$ 126.49	40,361 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	3	A	\$ 126.95	40,364 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	300	A	\$ 127.27	40,664 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	100	A	\$ 127.5	40,764 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	198	A	\$ 127.9	40,962 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	200	A	\$ 127.95	41,162 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	397	A	\$ 128	41,559 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	1,100	A	\$ 128.23	42,659 <u>(2)</u>	I		By Southern BancShares, Inc.
	03/17/2008	P	200	A	\$ 128.84	42,859 <u>(2)</u>	I		

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Class A Common Stock									By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	39	A	\$ 128.99	42,898 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	2,399	A	\$ 129	45,297 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	2	A	\$ 129.5	45,299 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	300	A	\$ 129.62	45,599 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	100	A	\$ 129.75	45,699 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	2	A	\$ 129.77	45,701 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	98	A	\$ 129.78	45,799 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	98	A	\$ 129.79	45,897 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	298	A	\$ 129.8	46,195 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	100	A	\$ 129.81	46,295 <u>(2)</u>	I		By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	404	A	\$ 129.8699	46,699 <u>(2)</u>	I		By Southern BancShares, Inc.

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 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. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
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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	05/14/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 principal 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.

Remarks:

Report 1 of 2

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