

FIRST CITIZENS BANCSHARES INC /DE/  
 Form 4  
 July 07, 2016

**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)  
**06/28/2016**

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

**SMITHFIELD, NC 27577**

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 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            |                                      |  |                                |   | 685,163   | I  | By Frank B. Holding Revocable Trust                   |
| Class A Common Stock            |                                      |  |                                |   | 191,761 <sup>(1)</sup>  | I  | By spouse   |
| Class A Common Stock            | 06/28/2016                           |  | G                              | V   | 300,000   | D  | \$ 0  |
|                                 |                                      |  |                                |   | 266,125 <sup>(1)</sup><br><sub>(2)</sub>  | I  | By Ella Ann Holding Revocable Trust                   |

|                            |            |   |   |         |   |      |                                      |   |   |
|----------------------------|------------|---|---|---------|---|------|--------------------------------------|---|---|
| Class A<br>Common<br>Stock | 06/28/2016 | G | V | 300,000 | A | \$ 0 | 300,000 <sup>(1)</sup><br><u>(2)</u> | I | By Ella<br>Ann<br>Holding<br>2016<br>GRAT       |
| Class A<br>Common<br>Stock |            |   |   |         |   |      | 12,530 <sup>(3)</sup>                | I | By Twin<br>States<br>Farming,<br>Inc.           |
| Class A<br>Common<br>Stock |            |   |   |         |   |      | 827 <sup>(3)</sup>                   | I | By E&F<br>Properties,<br>Inc.                   |
| Class A<br>Common<br>Stock |            |   |   |         |   |      | 2,675 <sup>(3)</sup>                 | I | By Holding<br>Properties,<br>LLC                |
| Class B<br>Common<br>Stock |            |   |   |         |   |      | 981 <sup>(1)</sup>                   | I | By Ella<br>Ann<br>Holding<br>Revocable<br>Trust |
| Class B<br>Common<br>Stock |            |   |   |         |   |      | 1,355 <sup>(3)</sup>                 | I | By Twin<br>States<br>Farming,<br>Inc.           |
| Class B<br>Common<br>Stock |            |   |   |         |   |      | 200 <sup>(3)</sup>                   | I | By E&F<br>Properties,<br>Inc.                   |
| Class B<br>Common<br>Stock |            |   |   |         |   |      | 2,156 <sup>(3)</sup>                 | I | By Holding<br>Properties,<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
|---|--|---|---|--------------------------------------|---|--|---|---|--|

of (D)  
(Instr. 3,  
4, and 5)

(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<br>POST OFFICE BOX 1377<br>SMITHFIELD, NC 27577 |               | X         |         |       |

## Signatures

Frank B. Holding, By: William R. Lathan, Jr.,  
Attorney-in-fact

07/07/2016

\_\_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) Reflects a contribution of shares by the reporting person's spouse from her revocable trust to a grantor retained annuity trust. She is the trustee and sole annuitant of the GRAT, and the contribution results in an exempt change in form of indirect beneficial ownership.
  - (3) The reporting person is or was 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.