

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	V 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.

Class B Common Stock	2,156 ⁽²⁾	I	By Holding Properties, Inc.
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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. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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	Senior VP of Subsidiary	

Signatures

/S/ Frank B. Holding, By: William R. Lathan, Jr., Attorney-in-Fact	05/21/2014
**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.
- (2)

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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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