

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4/A
 October 23, 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)
10/01/2014

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

SMITHFIELD, NC 27577
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/03/2014

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	10/01/2014		J		25,684	A	<u>(3)</u> 661,674 <u>(6)</u>	D
Class A Common Stock	10/01/2014		J		7,400	A	<u>(3)</u> 7,400 <u>(6)</u>	I By Frank B. Holding Revocable Trust
Class A Common Stock	10/01/2014		J		49,600	A	<u>(3)</u> 49,600	I By FBH 2012 GRAT
Class A Common	09/09/2014		G	V	325,089	D	\$ 0 0 <u>(1)</u> <u>(4)</u>	I By spouse

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Stock									
Class A Common Stock	10/01/2014	J	176,956	A	(3)	176,956 (1)	I		By Spouse
Class A Common Stock	09/09/2014	G V	325,089	A	\$ 0	325,089 (1) (4)	I		By Ella Ann Holding Revocable Trust
Class A Common Stock	10/01/2014	J	484	A	(3)	325,573 (1)	I		By Ella Ann Holding Revocable Trust
Class A Common Stock	10/01/2014	J	171,596	A	(3)	528,857 (1)	I		By EAH 2012 GRAT
Class A Common Stock						0 (2) (5)	I		By First Citizens Bancorporation, Inc.
Class A Common Stock						100,000 (2)	I		By Fidelity BancShares, Inc.
Class A Common Stock	10/01/2014	J	89,636	A	(3)	241,963 (2)	I		By Southern BancShares(N.C.), Inc. and subsidiary
Class A Common Stock	10/01/2014	J	4,316	A	(3)	12,530 (2)	I		By Twin States Farming, Inc.
Class A Common Stock	10/01/2014	J	200	A	(3)	827 (2)	I		By E&F Properties, Inc.
Class A Common Stock	10/01/2014	J	1,000	A	(3)	2,675 (2)	I		By Holding Properties, LLC
Class B Common Stock						321	D		
Class B Common Stock						291 (1)	I		By spouse
Class B Common Stock						0 (2) (5)	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.

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. SEC 1474 (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 Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLDING FRANK B POST OFFICE BOX 1377 SMITHFIELD, NC 27577		X		

Signatures

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

10/23/2014

__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).

(1) The reporting person disclaims beneficial ownership of these securities, 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.

(2) 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.

(3) Reflects shares received in exchange for shares of common stock of First Citizens Bancorporation, Inc. ("BanCorp"), at the rate of 4 shares of the Issuer's Class A common stock and \$50 in cash for each share of BanCorp stock held by the persons or in the manner indicated in this Report, in connection with the merger of BanCorp into the Issuer. On the day prior to the effective date of the merger, the reported last price of BanCorp's common stock was \$922.25 per share, and the reported closing price of the Issuer's Class A common stock was \$216.63 per share.

(4) On September 9, 2014, reporting person's spouse contributed 325,089 shares of Class A common stock to her Revocable Trust

(5) Shares previously held by this entity were acquired by the Issuer and cancelled without consideration in the entity's merger with the Issuer.

(6) In the Reporting Person's original Form 4, 6,200 shares of Class A Common Stock were inadvertently reflected as being acquired by the Reporting Person directly in his own name rather than indirectly by his revocable trust. This amendment reflects a reduction in the number of shares acquired directly by him and a corresponding increase in the number of shares acquired indirectly by the trust. There is no change in the aggregate number of shares actually acquired.

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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