

HOLDING FRANK B
Form 5
February 13, 2009

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

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

POST OFFICE BOX 1377

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SMITHFIELD, NC 27577

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount or (D) Price			
Class A Common Stock	12/29/2008	^	G	510 D \$ 0	459,613 (4)	D	^
Class A Common Stock	^	^	^	^ ^ ^	240,836 (1)	I	By adult children and their spouses and children
Class A Common	^	^	^	^ ^ ^	26,430 (1)	I	By trust for adult children

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Stock									
Class A Common Stock	Â	Â	Â	Â	Â	Â	8,214 ⁽²⁾	I	By Twin States Farming, Inc.
Class A Common Stock	Â	Â	Â	Â	Â	Â	167,600 ⁽²⁾	I	By First Citizens Bancorporation, Inc.
Class A Common Stock	Â	Â	Â	Â	Â	Â	28,628 ⁽²⁾	I	By Heritage BancShares, Inc. and subsidiary
Class A Common Stock	Â	Â	Â	Â	Â	Â	100,000 ⁽²⁾	I	By Fidelity BancShares, Inc.
Class A Common Stock	Â	Â	Â	Â	Â	Â	46,699 ⁽²⁾	I	By Southern BancShares(N.C.), Inc.
Class A Common Stock	Â	Â	Â	Â	Â	Â	46,000 ⁽²⁾	I	By Southern Bank and Trust Company
Class A Common Stock	Â	Â	Â	Â	Â	Â	54,000 ⁽²⁾	I	By Goshen, Inc.
Class A Common Stock	Â	Â	Â	Â	Â	Â	616 ⁽²⁾	I	By E&F Properties, Inc.
Class B Common Stock	Â	Â	Â	Â	Â	Â	553,106 ⁽¹⁾	I	By adult children and their spouses and children
Class B Common Stock	Â	Â	Â	Â	Â	Â	45,900 ⁽²⁾	I	By First Citizens Bancorporation, Inc.
Class B Common Stock	Â	Â	Â	Â	Â	Â	22,619 ⁽²⁾	I	By Southern BancShares (N.C.), Inc.
Class B Common Stock	Â	Â	Â	Â	Â	Â	6,175 ⁽¹⁾	I	By trust for adult children
Class B Common Stock	Â	Â	Â	Â	Â	Â	1,355 ⁽²⁾	I	By Twin States Farming, Inc.
Class B Common Stock	Â	Â	Â	Â	Â	Â	100 ⁽²⁾	I	By E&F Properties, Inc.

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Class B Common Stock	Â	Â	Â	Â	Â	Â	21,423	D	Â
Class A Common Stock	Â	Â	Â	Â	Â	Â	520,105 <u>(1)</u> <u>(6)</u>	I	By spouse
Class A Common Stock	Â	Â	Â	Â	Â	Â	696,525 <u>(1)</u> <u>(5)</u>	I	By spouse GRAT
Class A Common Stock	Â	Â	Â	Â	Â	Â	101,032 <u>(3)</u>	I	By F. Holding GRAT
Class B Common Stock	Â	Â	Â	Â	Â	Â	11,398 <u>(1)</u>	I	By spouse
Class B Common Stock	Â	Â	Â	Â	Â	Â	4,237 <u>(1)</u>	I	By Spouse GRAT

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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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. of D Se B O E Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLDING FRANK B POST OFFICE BOX 1377	Â X	Â X	Â Executive Vice Chairman	Â

SMITHFIELD, NC 27577

Signatures

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

02/13/2009

_____*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) 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.

(3) Reflects decrease of 77,170 shares resulting from distribution to reporting person.

(4) Reflects increase of 77,170 shares resulting from receipt of distribution from F. Holding GRAT.

(5) Reflects decrease of 519,175 shares resulting from distribution to reporting person's spouse.

(6) Reflects increase of 519,175 shares resulting from receipt of distribution from Spouse GRAT.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.