

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 JR

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)
4300 SIX FORKS ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

RALEIGH, NC 27609
 (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		A		105,352	A (3)	250,071	D	
Class A Common Stock	10/01/2014		A		7,400	A (3)	7,400 (5)	I	As Co-Trustee for Frank B. Holding Revocable Trust
Class A Common Stock	10/01/2014		A		5,740	A (3)	11,140	I	As beneficiary of Trust
	10/01/2014		A		2,620	A (3)	8,245 (1)	I	By Spouse

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Class A Common Stock								
Class A Common Stock	10/01/2014	A	17,756	A	(3)	19,400 ⁽¹⁾	I	As custodian for B.P. Holding
Class A Common Stock	10/01/2014	A	7,908	A	(3)	11,133 ⁽¹⁾	I	By daughter, Barbara P. Holding
Class A Common Stock	10/01/2014	A	16,376	A	(3)	17,350 ⁽¹⁾	I	As custodian for L.R. Holding II
Class A Common Stock	10/01/2014	A	7,908	A	(3)	8,398 ⁽¹⁾	I	By son, Lewis R. Holding II
Class A Common Stock						0 ⁽²⁾ ⁽⁴⁾	I	By First Citizens Bancorporation, Inc.
Class B Common Stock						97,008	D	
Class B Common Stock						1,822	I	As beneficiary of Trust
Class B Common Stock						1,279 ⁽¹⁾	I	By spouse
Class B Common Stock						178 ⁽¹⁾	I	As custodian for F. B. Holding III
Class B Common Stock						134 ⁽¹⁾	I	By son Frank B. Holding III
Class B Common Stock						12,299 ⁽¹⁾	I	As custodian for B. P. Holding
Class B Common Stock						13,713 ⁽¹⁾	I	By daughter Barbara P. Holding
Class B Common Stock						9,407 ⁽¹⁾	I	As custodian for L.R. Holding II
Class B Common Stock						17,780 ⁽¹⁾	I	By son Lewis R. Holding II

Stock

Class B
Common
Stock

0 (2) (4) I

By First Citizens
Bancorporation,
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 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 (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLDING FRANK B JR 4300 SIX FORKS ROAD RALEIGH, NC 27609	X	X	Chairman and CEO	

Signatures

Frank B. Holding, Jr., 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).

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.

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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.
- (2)

- 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.
- (3)

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

- The Reporting Person's original Form 4 inadvertently omitted 6,200 shares of Class A Common Stock received by the Frank B. Holding Revocable Trust. Those shares were reported in the trust settlor's separate Form 4 as being acquired directly by him in his own name. This amendment reflects an increased number of shares being acquired by the trust. The trust settlor's separate Form 4 is being amended to reflect a corresponding reduction in the number of shares acquired directly in his name. Viewed together, there is no change in the aggregate number of shares actually acquired as reported in the two reports.
- (5)

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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