FIRST CITIZENS BANCSHARES INC /DE/

Form 4 May 15, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

See Instruction

1. Name and Address of Reporting Person *

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Common

(Print or Type Responses)

HOLDING LEWIS R

					CITIZI DE/ [FC		Director		k all applicab	le)			
	(Last) POST OFI	(First) FICE BOX 29549	(Middle)	(Month/Day/Year) Officer (give title Other (specif				her (specify					
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)					_X_ Form filed by One Reporting Person				
	RALEIGH	I, NC 27626								iore man One R	Reporting		
	(City)	(State)	(Zip)	Ta	ble I - No	n-Derivati	ve Securi	ities Acq	uired, Disposed of	, or Beneficia	ally Owned		
	1.Title of Security (Instr. 3) Class A Common Stock	2. Transaction Date (Month/Day/Year)	2A. Deemee Execution I any (Month/Day	Date, if	Code (Instr. 8)	iotor Dispo (Instr. 3,	sed of (D 4 and 5) (A) or)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Class A Common Stock								48,963 <u>(1)</u>	I	By spouse		
	Class A Common Stock								25,129 (1)	I	By Adult Child		
	Class A								18,145 <u>(2)</u>	I	By Yadkin		

Valley Company

Stock

Class A Common Stock						700 (2)	I	By Yadkin Valley Life Insurance Company
Class A Common Stock						167,600 (2)	I	By First Citizens Bancorporation, Inc.
Class A Common Stock						100,000 (2)	I	By Fidelity BancShares (N.C.), Inc.
Class A Common Stock	03/17/2008	P	2	A	\$ 125	36,661 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	3,600	A	\$ 126	40,261 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	100	A	\$ 126.49	40,361 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	3	A	\$ 126.95	40,364 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	300	A	\$ 127.27	40,664 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	100	A	\$ 127.5	40,764 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	198	A	\$ 127.9	40,962 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	200	A	\$ 127.95	41,162 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	397	A	\$ 128	41,559 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	1,100	A	\$ 128.23	42,659 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	200	A	\$ 128.84	42,859 (2)	I	By Southern BancShares, Inc.

Class A Common Stock	03/17/2008	P	39	A	\$ 128.99	42,898 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	2,399	A	\$ 129	45,297 <u>(2)</u>	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	2	A	\$ 129.5	45,299 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	300	A	\$ 129.62	45,599 <u>(2)</u>	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	100	A	\$ 129.75	45,699 <u>(2)</u>	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	2	A	\$ 129.77	45,701 <u>(2)</u>	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	98	A	\$ 129.78	45,799 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	98	A	\$ 129.79	45,897 <u>(2)</u>	I	By Southern BancShares, Inc.
Class a Common Stock	03/17/2008	P	298	A	\$ 129.8	46,195 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	100	A	\$ 129.81	46,295 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	404	A	\$ 129.8699	46,699 (2)	I	By Southern BancShares, Inc.
Class A Common Stock						46,000 (2)	I	By Southern Bank and Trust Company

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	•		Title Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOLDING LEWIS R POST OFFICE BOX 29549 RALEIGH, NC 27626

Chairman of the Board

Signatures

Lewis R. Holding, By: William R. Lathan, Jr.,
Attorney-in-Fact
05/15/2008

**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.

Remarks:

Report 1 of 2

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.

Reporting Owners 4