

FIRST CITIZENS BANCSHARES INC /DE/

Form 4/A

October 23, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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 ____ ☒ 10% Owner
____ Officer (give title below) ____ 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. Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)	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	10/01/2014		J	25,684 A (3)	661,674 (6)	D	
Class A Common Stock	10/01/2014		J	7,400 A (3)	7,400 (6)	I	By Frank B. Holding Revocable Trust
Class A Common Stock	10/01/2014		J	49,600 A (3)	49,600	I	By FBH 2012 GRAT
Class A Common	09/09/2014		G V	325,089 D \$ 0 0 (1) (4)		I	By spouse

Stock									
Class A Common Stock	10/01/2014	J	176,956	A	<u>(3)</u>	176,956 <u>(1)</u>	I	By Spouse	
Class A Common Stock	09/09/2014	G V	325,089	A	\$ 0	325,089 <u>(1)</u> <u>(4)</u>	I	By Ella Ann Holding Revocable Trust	
Class A Common Stock	10/01/2014	J	484	A	<u>(3)</u>	325,573 <u>(1)</u>	I	By Ella Ann Holding Revocable Trust	
Class A Common Stock	10/01/2014	J	171,596	A	<u>(3)</u>	528,857 <u>(1)</u>	I	By EAH 2012 GRAT	
Class A Common Stock						0 <u>(2)</u> <u>(5)</u>	I	By First Citizens Bancorporation, Inc.	
Class A Common Stock						100,000 <u>(2)</u>	I	By Fidelity BancShares, Inc.	
Class A Common Stock	10/01/2014	J	89,636	A	<u>(3)</u>	241,963 <u>(2)</u>	I	By Southern BancShares(N.C.), Inc. and subsidiary	
Class A Common Stock	10/01/2014	J	4,316	A	<u>(3)</u>	12,530 <u>(2)</u>	I	By Twin States Farming, Inc.	
Class A Common Stock	10/01/2014	J	200	A	<u>(3)</u>	827 <u>(2)</u>	I	By E&F Properties, Inc.	
Class A Common Stock	10/01/2014	J	1,000	A	<u>(3)</u>	2,675 <u>(2)</u>	I	By Holding Properties, LLC	
Class B Common Stock						321	D		
Class B Common Stock						291 <u>(1)</u>	I	By spouse	
Class B Common Stock						0 <u>(2)</u> <u>(5)</u>	I	By First Citizens Bancorporation, Inc.	
Class B Common Stock						22,619 <u>(2)</u>	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.

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

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).

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.

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.

(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) 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.

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.

(6)

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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