

FIRST CITIZENS BANCSHARES INC /DE/  
 Form 4  
 December 12, 2008

**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 LEWIS R**

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 29549**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/10/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman of the Board**

**RALEIGH, NC 27626**  
 (City) (State) (Zip)

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

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)
				(A) or (D)	Code V Amount (D) Price		
Class A Common Stock					48,963 <sup>(1)</sup>	I	By spouse
Class A Common Stock					25,129 <sup>(1)</sup>	I	By Adult Child
Class A Common Stock					18,145 <sup>(2)</sup>	I	By Yadkin Valley Company
Class A Common Stock					700 <sup>(2)</sup>	I	By Yadkin Valley Life

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Stock								Insurance Company
Class A Common Stock					167,600 <u>(2)</u>	I		By First Citizens Bancorporation, Inc.
Class A Common Stock					100,000 <u>(2)</u>	I		By Fidelity BancShares (N.C.), Inc.
Class A Common Stock					46,699 <u>(2)</u>	I		By Southern BancShares (N.C.), Inc.
Class A Common Stock					46,000 <u>(2)</u>	I		By Southern Bank and Trust Company
Class A Common Stock					54,000 <u>(2)</u>	I		By Goshen, Inc.
Class B Common Stock					12,025 <u>(1)</u>	I		By spouse
Class B Common Stock					175 <u>(2)</u>	I		By Yadkin Valley Life Insurance Company
Class B Common Stock					45,900 <u>(2)</u>	I		By First Citizens Bancorporation, Inc.
Class B Common Stock					22,619 <u>(2)</u>	I		By Southren BancShares (N.C.), Inc.
Class B Common Stock					581 <u>(1)</u>	I		By Adult Child
Class B Common Stock					1,725 <u>(2)</u>	I		By Yadkin Valley CompanyClass
Class B Common Stock					217 <u>(1)</u>	I		By Trust for Sheppard K. Ames IV
Class B Common Stock					106 <u>(1)</u>	I		By Trust for Carolyn R. Ames
Class B Common	12/10/2008	P	150	A	\$ 30,533	D		
					150			

Stock

Class B  
Common 12/11/2008 P 1,061 A \$ 151 31,614 D  
Stock

Class A  
Common 651,689 D  
Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 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 LEWIS R POST OFFICE BOX 29549 RALEIGH, NC 27626	X	X	Chairman of the Board	

## Signatures

Lewis R. Holding, By: William R. Lathan, Jr., Attorney-in-Fact 12/12/2008

\_\_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).

(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 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.

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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