FIRST CITIZENS BANCSHARES INC /DE/
Form 4
May 14, 2008

FORM 4

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

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
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLDING FRANK B

(Last) (First) (Middle)

POST OFFICE BOX 1377

(Street)

SMITHFIELD, NC 27577

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FIRST CITIZENS BANCSHARES INC /DE/ [FCNCA]

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2008

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
__X__ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Executive Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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								382,953	D	
Class A Common Stock								240,836 (1)	I	By adult children and their spouse and children
Class A Common Stock								26,430 (1)	I	By trust for adult children
								8,214 (2)	I	

Class A Common Stock								By Twin States Farming, Inc.
Class A Common Stock						167,600 (2)	I	By First Citizens Bancorporation, Inc.
Class A Common Stock						28,628 (2)	I	By Heritage BancShares, Inc. and its subsidiary
Class A Common Stock						100,000 (2)	I	By Fidelity BancShares, 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.
	03/17/2008	P	200	A	$ 128.84	42,859 (2)	I	

Class A Common Stock								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 (2)	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 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	100	A	$ 129.75	45,699 (2)	I	By Southern BancShares, Inc.
Class A Common Stock	03/17/2008	P	2	A	$ 129.77	45,701 (2)	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 (2)	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.

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

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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 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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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	X	Executive Vice Chairman	

Signatures

Frank B. Holding, By: William R. Lathan, Jr., Attorney-in-Fact	05/14/2008
**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.

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.
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