

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 Olivia Britton

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)
 PO BOX 1352
 (Street)

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

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ 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)
 ___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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common | 10/01/2014 | | J | 146,132 | A (2) 283,027 | D | |
| Class A Common | 10/01/2014 | | J | 7,400 | A (2) 7,400 (3) | I | As Co-Trustee for Frank B. Holding Revocable Trust |
| Class A Common | 10/01/2014 | | J | 1,000 | A (2) 2,675 | I (1) | By Holding Properties, LLC |

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| | | | | | | | | |
|-------------------|------------|---|--------|---|------------|---------|--------------|--|
| Class A Common | 10/01/2014 | J | 200 | A | <u>(2)</u> | 827 | I <u>(1)</u> | By E&F Properties, Inc. |
| Class A Common | 10/01/2014 | J | 4,316 | A | <u>(2)</u> | 12,530 | I <u>(1)</u> | By Twin States Farming, Inc. |
| Class A Common | 10/01/2014 | J | 89,636 | A | <u>(2)</u> | 241,963 | I <u>(1)</u> | By Southern BancShares (N.C.), Inc. and subsidiary |
| Class A Common | 10/01/2014 | J | 5,444 | A | <u>(2)</u> | 10,544 | I | As beneficiary of Trust |
| Class B Common | | | | | | 119,703 | D | |
| Class B Common | | | | | | 2,156 | I <u>(1)</u> | By Holding Properties, LLC |
| Class B Common | | | | | | 200 | I <u>(1)</u> | By E&F Properties, Inc. |
| Class B Common | | | | | | 1,355 | I <u>(1)</u> | By Twin States Farming, Inc. |
| Class B Common | | | | | | 22,619 | I <u>(1)</u> | By Southern BancShares (N.C.), Inc. and subsidiary |
| Class B Common | | | | | | 1,225 | I | As beneficiary of Trust |

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Holding Olivia Britton PO BOX 1352 SMITHFIELD, NC 27577 | | X | | |

Signatures

Olivia Britton 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).
- (1) The reporting person is a director, officer, manager and/or shareholder of the companies that own these shares, but she disclaims beneficial ownership of the listed shares except to the extent of her pecuniary interest therein, if any.
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) 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.

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.