

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4
 October 03, 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 *
 Brice Carson H

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)
 10% Owner
 ____ Other (specify below)

SMITHFIELD, NC 27577

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

(City) (State) (Zip)

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	10/01/2014		J		104,428	A	(3) 193,868	D
Class A Common	10/01/2014		J		3,260	A	(3) 3,585	I
Class A Common	10/01/2014		J		2,860	A	(3) 2,985	I
	10/01/2014		J		2,860	A	(3) 2,985	I

As custodian for Stephen Brice
 As Custodian for Cordelia Brice

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Class A Common Stock								As Custodian for Elizabeth Brice
Class A Common	10/01/2014	J	5,452	A	<u>(3)</u>	10,652	I	As beneficiary of Trust
Class A Common	10/01/2014	J	72,800	A	<u>(3)</u>	72,800 <u>(1)</u>	I	By ECHB, LLC
Class A Common	10/01/2014	J	432	A	<u>(3)</u>	49,686 <u>(2)</u>	I	Trusts f/b/o children
Class B Common						108,440	D	
Class B Common						443	I	By spouse
Class B Common						2,227	I	As custodian for Stephen Brice
Class B Common						2,228	I	As custodian for Elizabeth Brice
Class B Common						2,228	I	As custodian for Cordelia Brice
Class B Common						1,250	I	As beneficiary of Trust
Class B Common						1,719	I <u>(2)</u>	Trusts f/b/o children

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)**

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 Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brice Carson H PO BOX 1352 SMITHFIELD, NC 27577		X		

Signatures

Carson H. Brice, By: William R. Lathan, Jr., Attorney-in-fact 10/02/2014

**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 listed shares are held by a limited liability company in which 100% of the voting interests are held by a trust for the benefit of the Reporting Person's children. The Reporting Person does not serve as trustee of the trust or have any interest in the limited liability company, she disclaims beneficial ownership of the shares held by the limited liability company, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (2) The listed shares are held by three trusts for the benefit of the Reporting Person's children. The Reporting Person does not serve as trustee of or have or share investment control over the Issuer's shares held by the trusts, she disclaims beneficial ownership of the shares held by the trusts, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (3) 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.

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.