

FIRST CITIZENS BANCSHARES INC /DE/  
 Form 4/A  
 April 02, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
**01/07/2009**

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)  
**03/09/2009**

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

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Stock								Insurance Company		
Class A Common Stock					167,600	(2)	I	By First Citizens Bancorporation, Inc.		
Class A Common Stock					100,000	(2)	I	By Fidelity BancShares (N.C.), Inc.		
Class A Common Stock					46,699	(2)	I	By Southern BancShares (N.C.), Inc.		
Class A Common Stock					46,000	(2)	I	By Southern Bank and Trust Company		
Class A Common Stock					54,000	(2)	I	By Goshen, Inc.		
Class B Common Stock					12,025	(1)	I	By spouse		
Class B Common Stock					175	(2)	I	By Yadkin Valley Life Insurance Company		
Class B Common Stock					45,900	(2)	I	By First Citizens Bancorporation, Inc.		
Class B Common Stock					22,619	(2)	I	By Southren BancShares (N.C.), Inc.		
Class B Common Stock					726	(1)	I	By Adult Child		
Class B Common Stock					1,725	(2)	I	By Yadkin Valley CompanyClass		
Class B Common Stock					217	(1)	I	By Trust for Sheppard K. Ames IV		
Class B Common Stock					106	(1)	I	By Trust for Carolyn R. Ames		
Class A Common	01/07/2009		G	173	A	\$ 0	284	(1)	I	By Trust for Carolyn R.

Stock									Ames
Class B Common Stock						31,469	D		
Class A Common Stock	01/07/2009		G	346 <sup>(3)</sup>	D	\$ 0	651,232	D	
Class A Common Stock	01/07/2009		G	173	A	\$ 0	173	I	By Trust for Shepard K. Ames

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. Nu... Deriv... Secur... Bene... Own... 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 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

04/02/2009

\*\*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.

(3) Due to a typographical error, the original report which this filing amends, reported that the reporting person gifted a total of 173 shares of Class A common stock. The correct amount of the gift should have been 346 shares of Class A common stock as indicated in this amendment. The final amount of securities remaining after the transaction is correct as filed in the original report. All other reported transactions remain the same.

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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