HOLDING FRANK B

Form 4/A March 17, 2011

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per

5. Relationship of Reporting Person(s) to

Issuer

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

FIRST CITIZENS BANCSHARES

Symbol

response... 0.5

January 31,

1(b).

(Print or Type Responses)

HOLDING FRANK B

1. Name and Address of Reporting Person *

					T CITIZENS BA DE/ [FCNCA]	NCSHARES	(Check all applicable)			
	(Last) POST OFF	(First) FICE BOX 1377	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/11/2010			_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below)			
(Street) SMITHFIELD, NC 27577				4. If Amendment, Date Original Filed(Month/Day/Year) 03/15/2010			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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) Class A Common Stock	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	Transaction(A) or D	(A) or	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						240,836 (1)	I	By adult children and their spouses and children	
	Class A Common Stock						26,430 (1)	I	By trust for adult children	
	Class A Common						8,214 (2)	I	By Twin States Farming, Inc.	

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Stock			
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 subsidiary
Class A Common Stock	100,000 (2)	I	By Fidelity BancShares, 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 A Common Stock	627 <u>(2)</u>	I	By E&F Properties, Inc.
Class B Common Stock	553,616 (1)	I	By adult children and their spouses and children
Class B Common Stock	45,900 (2)	I	By First Citizens Bancorporation, Inc.
Class B Common Stock	22,619 (2)	I	By Southern BancShares (N.C.), Inc.
Class B Common Stock	6,175 <u>(1)</u>	I	By trust for adult children
Class B Common Stock	1,355 (2)	I	By Twin States Farming, Inc.
Class B Common Stock	200 (2)	I	By E&F Properties, Inc.
Class A Common Stock	508,617 (1)	I	By Ella Ann 2009 GRAT

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Class B Common Stock						7,497 <u>(1)</u>	I	By Ella Ann 2008 GRAT
Class B Common Stock						35,216 <u>(1)</u>	I	By Ella Ann 2009 GRAT
Class A Common Stock						1,038 (1)	I	By spouse
Class A Common Stock						16,789	I	By F. Holding 2008 GRAT
Class B Common Stock						3,288 (1)	I	By spouse
Class A Common Stock						184,304 (1)	I	By Ella Ann 2008 GRAT
Class B Common Stock						950 <u>(1)</u>	I	By Ella Ann Lee Holding Revocable Trust dtd October 24, 2007
Class A Common Stock	03/12/2010	P	25	A	\$ 199.1	335 (3)	I	By F. Holding 2009 GRAT
Class B Common Stock	03/11/2010	P	200	A	\$ 197.5	2,000	D	
Class B Common Stock	03/11/2010	P	400	A	\$ 198.5	2,400	D	
Class A Common Stock						0 (3)	I	By: F. Holding 2010 GRAT

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	nd 8. Price o	f 9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amount o	of Derivativ	e Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities	;		(Instr. 3 an	nd 4)	Own
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date	Expiration	Title Am	nount	
					() ()	Exercisable	Date	or		
								Nu	mber	
								of		
									ares	

Reporting Owners

Reporting Owner Name / Address			Relationships			
. Programme and the same and	Director	10% Owner	Officer	Other		
HOLDING FRANK B						
POST OFFICE BOX 1377	X	X	Executive Vice Chairman			
SMITHFIELD, NC 27577						

Signatures

Frank B. Holding, By: William R. Lathan, Jr., 03/17/2011 Attorney-in-Fact

> **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).
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the (1) 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.
- 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.
- The original report on Form 4, which this report amends, reported the purchase of 25 shares of Class A common stock by the reporting (3) person's 2010 GRAT. The correct purchase was 25 shares of Class A common stock at \$199.10 per share by the Reporting Person's 2009 GRAT. All other 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. 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.

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