

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4
 December 24, 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 *
BRISTOW PETER M

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)
4300 SIX FORKS ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
President

RALEIGH, NC 27609
 (City) (State) (Zip)

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

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					6,457	D	
Class A Common	12/18/2014		G	V 6,200 A \$ 0	200,826 ⁽¹⁾	I	By Spouse
Class A Common	12/18/2014		G	V 21,600 A \$ 0	222,426 ⁽¹⁾	I	By Spouse
Class A Common	12/22/2014		G	V 33,100 A \$ 0	255,526 ⁽¹⁾	I	By Spouse
Class A Common					10,645 ⁽¹⁾	I	As custodian for Peter Bristow, Jr.

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Class A Common	10,553 ⁽¹⁾	I	As custodian for Charlotte Bristow
Class A Common	10,397 ⁽¹⁾	I	As custodian for Ella Bristow
Class A Common	6,106 ⁽¹⁾	I	PMB Investments, LLC
Class A Common	2,154 ⁽¹⁾	I	CRB Investments, LLC
Class A Common	2,045 ⁽¹⁾	I	EHB Investments, LLC
Class A Common	19,041 ⁽¹⁾	I	As trustee for PMB Trust 2011
Class A Common	19,041 ⁽¹⁾	I	As trustee for CRB Trust 2011
Class A Common	19,041 ⁽¹⁾	I	As trustee for EHB Trust 2011
Class A Common	10,858 ⁽¹⁾	I	Spouse as beneficiary of trust
Class B Common	318	D	
Class B Common	83,355 ⁽¹⁾	I	By spouse
Class B Common	1,732 ⁽¹⁾	I	As custodian for Peter Bristow, Jr.
Class B Common	1,733 ⁽¹⁾	I	As custodian for Charlotte Bristow
Class B Common	1,733 ⁽¹⁾	I	As custodian for Ella Bristow
Class B Common	8,350 ⁽¹⁾	I	PMB Investments, LLC

Class B Common	8,850 ⁽¹⁾	I	CRB Investments, LLC
Class B Common	8,710 ⁽¹⁾	I	EHB Investments, LLC
Class B Common	1,250 ⁽¹⁾	I	Spouse as beneficiary of Trust

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRISTOW PETER M 4300 SIX FORKS ROAD RALEIGH, NC 27609	X	X	President	

Signatures

Peter M. Bristow, By: William R. Lathan,
Attorney-in-Fact 12/24/2014

__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).

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.

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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