FIRST CITIZENS BANCSHARES INC /DE/

Form 4

February 23, 2007

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

5 Relationship of Reporting Person(s) to

See Instruction

(Print or Type Responses)

1(b).

Stock

1 Name and Address of Reporting Person *

		Address of Reporting	Sy F	2. Issuer legander le	ITIZEN	IS BAN		C	Issuer (Ch	of Reporting		
	(Last)	(First)		. Date of I Month/Da		ransaction	1		_X_ Director _X_ Officer (g below)		10% Owner Other (specify	
POST OFFICE BOX 1377 (Street)				02/16/2007 4. If Amendment, Date Original Filed(Month/Day/Year)					Executive Vice Chairman 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
	(City)	(State)	(Zip)	Table	I - Non-	Derivativ	e Secu	rities Ac	equired, Disposed of, or Beneficially Owned			
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	Co Year) (Ii	ansaction	4. Securit (A) or Dis (Instr. 3, 4)	sposed	of (D)	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								1,633,283	D		
	Class A Common Stock								240,836 (1)	I	By adult children and their spouses and children	
	Class A Common								26,430 <u>(1)</u>	I	By trust for	

adult children

 $8,193 \stackrel{(2)}{=}$

Ι

Class A Common Stock								By Twin States Farming
Class A Common Stock						167,600 (2)	I	By First Citizens Bancorporation, Inc.
Class A Common Stock						28,628 (2)	I	By The Heritage Bank
Class A Common Stock						100,000 (2)	I	By Fidelity BancShares (N.C.), Inc.
Class A Common Stock						36,659 (2)	I	By Southern BancShares, Inc.
Class A Common Stock						46,000 (2)	Ι	By Southern Bank and Trust Company
Class A Common Stock						54,000 (2)	I	By Goshen, Inc.
Class A Common Stock	02/21/2007	P	100	A	\$ 211.12	400 (2)	I	By E&F Properties, Inc.
Class B Common Stock						552,206 (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 (2)	I	By trust for adult children
Class B Common Stock						1,225 (2)	I	By Twin States Farming
Class B Common Stock						15,606 (1)	I	By Spouse
	02/16/2007	P	25	A	\$ 211.8	15,716 <u>(1)</u>	I	By Spouse

Class B
Common
Stock

Class B
Common 02/21/2007 P 250 A \$ 211.8 15,966 (1) I By Spouse
Stock

Class A
Common 02/21/2007 P 1,474 A \$ 141,206 (1) I By Spouse
Stock

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.

SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	execution Date, if any (Month/Day/Year)	Code (Instr. 8)	ofNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S		Amou Under Securi (Instr.	rlying	Derivative Security (Instr. 5)	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 FRANK B							
POST OFFICE BOX 1377	X	X	Executive Vice Chairman				
SMITHFIELD NC 27577							

Signatures

Frank B. Holding, By: William R. Lathan, Jr.,
Attorney-in-fact

02/23/2007

**Signature of Reporting Person Date

Reporting Owners 3

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.
- (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.

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.