

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4
 December 16, 2004

FORM 4

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

OMB APPROVAL

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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 FRANK B

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 1377
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice Chairman

SMITHFIELD, NC 27577
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| Class A Common Stock | | | | | 1,632,823 | D | |
| Class A Common Stock | | | | | 241,155 ⁽¹⁾ | I | By adult children and their spouses and children |
| Class A Common Stock | | | | | 26,430 ⁽¹⁾ | I | By trust for adult children |
| | | | | | 8,110 ⁽²⁾ | I | |

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| | | | | | | | | | |
|----------------------------|------------|---|-------|---|--------------|------------------------|---|--|--|
| Class A Common Stock | | | | | | | | | By Twin States Farming |
| Class A Common Stock | | | | | | 167,600 ⁽²⁾ | I | | By First Citizens Bancorporation of South Carolina, 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 | | | | | | 27,584 ⁽²⁾ | I | | By Southern BancShares, 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 | 12/15/2004 | P | 1,000 | A | \$ 147.75 | 5,463 ⁽¹⁾ | I | | By Spouse |
| Class B Common Stock | | | | | | 547,203 ⁽¹⁾ | I | | By adult children and their spouses and children |
| Class B Common Stock | | | | | | 45,900 ⁽²⁾ | I | | By First Citizens Bancorporation of South Carolina, Inc. |
| Class B Common Stock | | | | | | 22,219 ⁽²⁾ | I | | By Southern BancShares (N.C.), Inc. |
| Class B Common Stock | | | | | | 6,175 ⁽¹⁾ | I | | By trust for adult children |
| Class B Common Stock | | | | | | 1,225 ⁽²⁾ | I | | By Twin States Farming, Inc. |

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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.