

FIRST CITIZENS BANCSHARES INC /DE/
 Form 4
 February 13, 2017

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)
01/19/2017

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|---|-------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common | 01/19/2017 | | G | V | 80 | A | \$ 0 | 6,662 | D | |
| Class A Common | 01/19/2017 | | G | V | 80 | A | \$ 0 | 255,606 ⁽¹⁾ | I | By Spouse |
| Class A Common | 01/19/2017 | | G | V | 80 | A | \$ 0 | 10,850 ⁽¹⁾ | I | As custodian for Peter Bristow, Jr. |
| Class A Common | 01/19/2017 | | G | V | 80 | A | \$ 0 | 10,758 ⁽¹⁾ | I | As custodian for Charlotte Bristow |
| | 01/19/2017 | | G | V | 80 | A | \$ 0 | 10,602 ⁽¹⁾ | I | |

| | | | | |
|-------------------|--------|------------|---|---|
| Class A Common | | | | As custodian for Ella Bristow |
| Class A Common | 6,106 | <u>(1)</u> | I | PMB Investments, LLC |
| Class A Common | 2,154 | <u>(1)</u> | I | CRB Investments, LLC |
| Class A Common | 2,045 | <u>(1)</u> | I | EHB Investments, LLC |
| Class A Common | 19,041 | <u>(1)</u> | I | As trustee for PMB Trust 2011 |
| Class A Common | 19,041 | <u>(1)</u> | I | As trustee for CRB Trust 2011 |
| Class A Common | 19,041 | <u>(1)</u> | I | As trustee for EHB Trust 2011 |
| Class A Common | 10,858 | <u>(1)</u> | I | Spouse as beneficiary of trust |
| Class B Common | 438 | | D | |
| Class B Common | 83,195 | <u>(1)</u> | I | By spouse |
| Class B Common | 1,987 | <u>(1)</u> | I | As custodian for Peter Bristow, Jr. |
| Class B Common | 1,988 | <u>(1)</u> | I | As custodian for Charlotte Bristow |
| Class B Common | 1,988 | <u>(1)</u> | I | As custodian for Ella Bristow |
| Class B Common | 8,350 | <u>(1)</u> | I | PMB Investments, LLC |
| Class B Common | 8,850 | <u>(1)</u> | 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.

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.

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(9-02)

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 Repor 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 |
| BRISTOW PETER M 4300 SIX FORKS ROAD RALEIGH, NC 27609 | X | X | President | |

Signatures

Peter M. Bristow, By: William R. Lathan, Jr.,
Attorney-in-fact

02/13/2017

**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).

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- 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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