



DIVISION OF
CORPORATION FINANCE

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

December 15, 2010

Via U.S. Mail and Facsimile

Jeffrey D. Agee
President and Chief Executive Officer
First Citizens Bancshares, Inc.
One First Citizens Place
Dryersburg, TN 38024

**Re: First Citizens Bancshares, Inc.
Form 10-K for Fiscal Year Ended December 31, 2009
Form 8-K filed May 18, 2010
File No. 000-11709**

Dear Mr. Agee:

We have completed our review of your filings and do not have any further comments at this time.

Sincerely,

Michael R. Clampitt
Senior Counsel

cc: David G. Wilson
Waller Lansden Dortch & Davis, LLP