

November 4, 2009

Mr. Frank B. Holding, Jr.  
Chairman and Chief Executive Officer  
First Citizens Bancshares, Inc.  
4300 Six Forks Road  
Raleigh, North Carolina 27609

**Re: First Citizens Bancshares, Inc.**  
**File No. 001-16715**  
**Form 10-K for the fiscal year ended December 31, 2008**  
**Definitive Schedule 14A filed March 20, 2009**

Dear Mr. Holding:

We have reviewed your filings and have the following comments. Our accounting review is limited to the specific comments issued. Where indicated, we think you should revise your documents in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Form 10-K

Cover Page

1. As we requested in comment 1 of our letter to you dated April 13, 2009, please file an amendment to your Form 10K to state your correct Commission File Number which is 001-16715 rather than "0-16471."

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2. As we requested in comment 14 of our letter to you dated April 13, 2009, please file an amendment to your Form 10K to file as exhibits your agreements with First Citizens Bank and Trust Company, Inc., South Carolina, Southern Bank and Trust Company and The Fidelity Bank that you refer to on page 30 of your Proxy Statement.

Certification under Section 906

3. As we requested in comment 15 of our letter to you dated April 13, 2009, please file an amendment to your Form 10K to amend your certificate as follows:
  - correct the name of the document to which the certification relates which is the Form 10-K for the fiscal year ended December 31, 2008 (rather than for “the quarter ended December 31, 2008”;
  - delete the qualification that the certifications are “to his or her knowledge;” and
  - submit separate certifications for each of the individuals.

\* \* \* \* \*

As appropriate, please amend your filing and respond to these comments within 10 business days or tell us when you will provide us with a response. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company’s disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

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- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

**In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.**

You may contact Sharon M. Blume, Branch Chief, at 202-551-3474 if you have questions regarding comments on the financial statements and related matters. Please contact either Jonathan E. Gottlieb at (202) 551-3416 or me at (202) 551-3434 with any other questions.

Sincerely,

Michael Clampitt  
Senior Attorney