



DIVISION OF  
CORPORATION FINANCE

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

September 25, 2012

Via E-mail

Kenneth A. Black  
Chief Financial Officer  
First Citizens BancShares, Inc.  
4300 Six Forks Road  
Raleigh, North Carolina 27609

**Re: First Citizens BancShares, Inc.  
Form 10-K for the Year Ended December 31, 2011  
Filed March 7, 2012  
Form 10-Q for the Quarter Ended March 31, 2012  
Filed May 10, 2012  
File No. 001-16715**

Dear Mr. Black:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings 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. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Michael R. Clampitt

Michael R. Clampitt  
Senior Staff Attorney