

BB&T CORP  
Form S-8  
April 29, 2009

As filed with the Securities and Exchange Commission on April 29, 2009

Registration No. 333-\_\_\_\_\_

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**BB&T CORPORATION**

(Exact name of registrant as specified in its charter)

**NORTH CAROLINA**  
(State or other jurisdiction of  
incorporation of organization)

**56-0939887**  
(I.R.S. Employer Identification  
Number)

**200 West Second Street**  
**Winston-Salem, North Carolina 27101**  
(Address of principal executive offices, including zip code)

**BB&T CORPORATION**  
**401(k) SAVINGS PLAN**  
**(As Amended and Restated)**  
(Full title of the plan)

**Frances B. Jones**  
**Executive Vice President, General Counsel, Corporate Secretary and**  
**Chief Corporate Governance Officer**  
**BB&T Corporation**  
**200 West Second Street**  
**3rd Floor**  
**Winston-Salem, North Carolina 27101**  
**(336) 733-2180**  
(Name, address and telephone number, including area code,  
of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  
 Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer  
 Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**


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<b>Title of securities to be registered (1)</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee (2)</b>
Common Stock, par value \$5.00 per share	35,000,000	\$21.47	\$751,450,000	\$41,930.91

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- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate amount of plan interests to be offered or sold pursuant to the BB&T Corporation 401(k) Savings Plan, as amended and restated.
- (2) Pursuant to Rule 457(c) and (h)(1), based on the average (\$21.47) of the high (\$22.24) and low (\$20.70) prices of the Company's Common Stock on April 23, 2009, as reported on the New York Stock Exchange.
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**EXPLANATORY NOTE**

This Registration Statement is being filed solely for the registration of 35,000,000 additional shares of the common stock, \$5.00 par value per share (the Common Stock ), of BB&T Corporation (the Company or BB&T ) relating to the offer and sale of the Company s Common Stock and related plan interests under the BB&T Corporation 401(k) Savings Plan, as amended and restated (the Plan ). Accordingly, pursuant to General Instruction E to Form S-8, the contents of the earlier Registration Statements relating to the Plan or predecessor plans (Registration Nos. 33-54713, 33-57867, 333-36538, 333-118153 and 333-147924) are hereby incorporated by reference in this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 5. Interests of Named Experts and Counsel.**

The legality of the securities offered hereby has been passed upon for the Company by Frances B. Jones, Executive Vice President, General Counsel, Corporate Secretary and Chief Corporate Governance Officer of BB&T. Ms. Jones owns shares of BB&T s Common Stock and holds options to purchase additional shares of BB&T s Common Stock.

**Item 8. Exhibits.**

The following exhibits are filed as a part of this Registration Statement:

**Exhibit Description**  
**No.**

- |      |   |
|------|---|
| 5    | Opinion of Frances B. Jones, Esq., Executive Vice President, General Counsel, Corporate Secretary and Chief Corporate Governance Officer of BB&T.                         |
| 23.1 | Consent of Frances B. Jones, Esq., Executive Vice President, General Counsel, Corporate Secretary and Chief Corporate Governance Officer of BB&T (included in Exhibit 5). |
| 23.2 | Consent of PricewaterhouseCoopers LLP.  |
| 24   | Power of Attorney of Directors and Officers of BB&T.  |
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**SIGNATURES**

**THE REGISTRANT**

Pursuant to the requirements of the Securities Act of 1933, BB&T Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Winston-Salem, State of North Carolina, on this 29<sup>th</sup> day of April, 2009.

**BB&T CORPORATION**

By: /s/ Frances B. Jones

Frances B. Jones  
Executive Vice President, General Counsel,  
Corporate Secretary and Chief Corporate  
Governance Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on April 29, 2009.

Name: John A. Allison IV Title: Chairman of the Board	<i>/s/ Kelly S. King*</i> Name: Kelly S. King Title: Director, President and Chief Executive Officer (principal executive officer)
<i>/s/ Daryl N. Bible*</i> Name: Daryl N. Bible Title: Senior Executive Vice President and Chief Financial Officer (principal financial officer)	<i>/s/ Edward D. Vest*</i> Name: Edward D. Vest Title: Executive Vice President and Corporate Controller (principal accounting officer)
<i>/s/ Jennifer S. Banner*</i> Name: Jennifer S. Banner Title: Director	<i>/s/ Anna R. Cablik*</i> Name: Anna R. Cablik Title: Director
<i>/s/ Nelle R. Chilton*</i> Name: Nelle R. Chilton Title: Director	Name: Ronald E. Deal Title: Director
<i>/s/ Tom D. Efird*</i> Name: Tom D. Efird Title: Director	<i>/s/ Barry J. Fitzpatrick*</i> Name: Barry J. Fitzpatrick Title: Director

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Name: L. Vincent Hackley, PhD.  
Title: Director

/s/ Jane P. Helm\*  
Name: Jane P. Helm  
Title: Director

/s/ John P. Howe III, M.D.\*  
Name: John P. Howe III, M.D.  
Title: Director

/s/ James H. Maynard\*  
Name: James H. Maynard  
Title: Director

/s/ Albert O. McCauley\*  
Name: Albert O. McCauley  
Title: Director

/s/ J. Holmes Morrison\*  
Name: J. Holmes Morrison  
Title: Director

Name: Nido R. Qubein  
Title: Director

/s/ Thomas N. Thompson\*  
Name: Thomas N. Thompson  
Title: Director

Name: Stephen T. Williams  
Title: Director

\*By: /s/ Frances B. Jones  
Frances B. Jones  
Attorney-in-Fact

### THE PLAN

Pursuant to the requirements of the Securities Act of 1933, as amended, the Trustee has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Winston-Salem, State of North Carolina, on this 29<sup>th</sup> day of April, 2009.

**BB&T CORPORATION 401(K) SAVINGS PLAN,  
as amended and restated**

By: Branch Banking and Trust Company, N.A.  
As Trustee

By: /s/ Suzanne B Brooks  
Name: Suzanne G. Brooks  
Title: Vice President

**EXHIBIT INDEX**  
**to**  
**Registration Statement on Form S-8 of**  
**BB&T Corporation**

<b><u>Exhibit</u></b> <b><u>No.</u></b>	<b><u>Description</u></b>
5	Opinion of Frances B. Jones, Esq., Executive Vice President, General Counsel, Corporate Secretary and Chief Corporate Governance Officer of BB&T.
23.1	Consent of Frances B. Jones, Esq., Executive Vice President, General Counsel, Corporate Secretary and Chief Corporate Governance Officer of BB&T (included in Exhibit 5).
23.2	Consent of PricewaterhouseCoopers LLP.
24	Power of Attorney of Directors and Officers of BB&T.

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