

CHALK W KENDALL
Form 4
October 29, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
CHALK W KENDALL

2. Issuer Name and Ticker or Trading Symbol
BB&T CORP [(BBT)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P O BOX 1250

3. Date of Earliest Transaction (Month/Day/Year)
10/28/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. Executive Vice President

(Street)

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

WINSTON-SALEM, NC 271021250

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 10/28/2004 | | M | | 10,000 A \$ 13.188 | 59,380 | D |
| Common Stock | 10/28/2004 | | S | | 5,000 D \$ 40.82 | 54,380 | D |
| Common Stock | 10/28/2004 | | S | | 1,900 D \$ 40.8 | 52,480 | D |
| Common Stock | 10/28/2004 | | S | | 1,900 D \$ 40.77 | 50,580 | D |
| Common Stock | 10/28/2004 | | S | | 1,200 D \$ 40.79 | 49,380 | D |

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| | | | |
|--------------|--------------------------|---|-----------|
| Common Stock | 52,644.744 <u>(1)</u> | I | By 401(k) |
| Common Stock | 21,330 | I | By Spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 13.188 | 10/28/2004 | | M | 10,000 | 12/19/1996 ⁽²⁾ | 12/18/2005 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 20.188 | | | | | 02/25/1998 ⁽³⁾ | 02/24/2007 | Common Stock | 24,000 |
| Employee Stock Option (right to buy) | \$ 31 | | | | | 02/24/1999 ⁽⁴⁾ | 02/23/2008 | Common Stock | 16,000 |
| Employee Stock Option (right to buy) | \$ 36.313 | | | | | 02/23/2000 ⁽⁵⁾ | 02/23/2009 | Common Stock | 15,000 |
| Employee Stock Option | \$ 23.938 | | | | | 02/22/2001 ⁽⁶⁾ | 02/22/2010 | Common Stock | 55,000 |

| | | | | | |
|--------------------------------------|----------|----------------------------|------------|--------------|------|
| (right to buy) | | | | | |
| Employee Stock Option (right to buy) | \$ 36.59 | 02/27/2002 ⁽⁷⁾ | 02/27/2011 | Common Stock | 39,4 |
| Employee Stock Option (right to buy) | \$ 36.84 | 02/26/2003 ⁽⁸⁾ | 02/26/2012 | Common Stock | 40, |
| Employee Stock Option (Right to Buy) | \$ 32.66 | 02/25/2004 ⁽⁹⁾ | 02/25/2013 | Common Stock | 66, |
| Employee Stock Option (right to buy) | \$ 36.68 | 02/24/2005 ⁽¹⁰⁾ | 02/24/2014 | Common Stock | 62, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHALK W KENDALL P O BOX 1250 WINSTON-SALEM, NC 271021250 | | | Sr. Executive Vice President | |

Signatures

By: Parris N. Adams, Attorney - in- fact
 Date: 10/28/2004

**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).
- (1) Between April 1, 2004 and September 30, 2004, the reporting person acquired 456.371 shares of common stock during the 2nd quarter and 415.788 shares of common stock during the 3rd quarter under the Issuer's 401(k) plan. The information in this report is based on a plan statement dated as of September 30, 2004
 - (2) The option is exercisable in three equal annual installments beginning on 12/19/1996.
 - (3) The option is exercisable in three equal annual installments beginning on 02/25/1998.
 - (4) The option is exercisable in three equal annual installments beginning on 02/24/1999.

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- (5) The option is exercisable in three equal annual installments beginning on 02/23/2000.
- (6) The option is exercisable in three equal annual installments beginning on 02/22/2001.
- (7) The option is exercisable in three equal annual installments beginning on 02/27/2002.
- (8) The option is exercisable in three equal annual installments beginning on 02/26/2003.
- (9) The option is exercisable in five equal annual installments beginning on 02/25/2004.
- (10) The option is exercisable in five equal annual installments beginning on 02/24/2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.