

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**

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

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**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**  
**AMENDED AND RESTATED**  
**2004 STOCK INCENTIVE PLAN**  
(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**

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share (1)</b>	<b>Proposed maximum aggregate offering price (1)</b>	<b>Amount of registration fee (1)</b>
Common Stock, par value \$5.00 per share	25,000,000	\$21.47	\$536,750,000	\$29,950.65

(1) 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.

**EXPLANATORY NOTE**

This Registration Statement is being filed solely for the registration of 25,000,000 additional shares of the common stock, \$5.00 par value per share (the Common Stock ), of BB&T Corporation (the Company or BB&T ) that are issuable in connection with awards under the BB&T Corporation Amended and Restated 2004 Stock Incentive Plan, as amended (the Plan ). At the Company s Annual Meeting of Shareholders held on April 28, 2009, the shareholders approved amendments to the Plan to authorize the issuance of the shares of BB&T Common Stock that are being registered hereunder. For a description of these amendments, please refer to the Company s Proxy Statement dated March 13, 2009.

Pursuant to General Instruction E to Form S-8, the contents of the earlier Registration Statements relating to the Plan (Registration Nos. 333-116488 and 333-147923) 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:

<b><u>Exhibit 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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**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.

*/s/ John A. Allison IV\**  
Name: John A. Allison IV  
Title: Chairman of the Board

*/s/ Kelly S. King\**  
Name: Kelly S. King  
Title: Director, President and  
Chief Executive Officer  
(principal executive officer)

*/s/ Daryl N. Bible\**  
Name: Daryl N. Bible  
Title: Senior Executive Vice President  
and Chief Financial Officer  
(principal financial officer)

*/s/ Edward D. Vest\**  
Name: Edward D. Vest  
Title: Executive Vice President  
and Corporate Controller  
(principal accounting officer)

*/s/ Jennifer S. Banner\**  
Name: Jennifer S. Banner  
Title: Director

*/s/ Anna R. Cablik\**  
Name: Anna R. Cablik  
Title: Director

*/s/ Nelle R. Chilton\**  
Name: Nelle R. Chilton  
Title: Director

*/s/ Ronald E. Deal\**  
Name: Ronald E. Deal  
Title: Director

*/s/ Tom D. Efird\**  
Name: Tom D. Efird  
Title: Director

*/s/ Barry J. Fitzpatrick\**  
Name: Barry J. Fitzpatrick  
Title: Director

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*/s/ L. Vincent Hackley, PhD.\**  
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

Name J. Holmes Morrison  
Title: Director

*/s/ Nido R. Qubein\**  
Name: Nido R. Qubein  
Title: Director

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

*/s/ Stephen T. Williams\**  
Name: Stephen T. Williams  
Title: Director

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

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

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