

BB&T CORP
Form FWP
July 25, 2012

Filed Pursuant to Rule 433

Registration No. 333-175538

July 24, 2012

Final Term Sheet

Depository Shares, Each Representing a 1/1,000th Interest

in a Share of Series E Non-Cumulative Perpetual Preferred Stock

Issuer:	BB&T Corporation (Ticker: BBT)
Security:	Depository shares, each representing a 1/1,000 th interest in a share of Series E Non-Cumulative Perpetual Preferred Stock
Size:	\$1,000,000,000 (40 million depository shares)
Over-allotment Option:	\$150,000,000 (6 million depository shares)
Maturity:	Perpetual
Expected Ratings*:	Baa2 / BBB / BBB- / BBB (all stable) (Moody's / S&P / Fitch / DBRS)
Liquidation Preference:	\$25,000 per share (equivalent to \$25 per depository share)
Dividend Rate (Non-Cumulative):	At a rate per annum equal to 5.625% from the date of issuance
Dividend Payment Date:	1 st day of February, May, August and November of each year, commencing on November 1, 2012
Optional Redemption:	On August 1, 2017, or any dividend payment date thereafter, the Series E Preferred Stock may be redeemed at the Issuer's option, in whole, or in part, at a redemption price equal to \$25,000 per share (equivalent to \$25 per depository share), plus any declared and unpaid dividends, without accumulation of any undeclared dividends. The Series E Preferred Stock also may be redeemed at the Issuer's option in whole, but not in part, upon the occurrence of a regulatory capital treatment event, as described in the prospectus

Edgar Filing: BB&T CORP - Form FWP

supplement, at a redemption price equal to \$25,000 per share (equivalent to \$25 per depositary share), plus any declared and unpaid dividends, without accumulation of any undeclared dividends. Neither the holders of Series E Preferred Stock nor holders of depositary shares will have the right to require the redemption or repurchase of the Series E Preferred Stock.

Trade Date:	July 24, 2012
Settlement Date:	July 31, 2012 (T+5)
Public Offering Price:	\$25.00 per depositary share
Underwriting Discount:	\$26,145,425

Net Proceeds (before expenses) to Issuer: \$973,854,575

Joint Book-Running Managers: Merrill Lynch, Pierce, Fenner & Smith
Incorporated

BB&T Capital Markets, a division of Scott & Stringfellow, LLC
Deutsche Bank Securities Inc.
Morgan Stanley & Co. LLC
UBS Securities LLC
Wells Fargo Securities, LLC

Co-Managers: Raymond James & Associates, Inc.
RBC Capital Markets, LLC
Stifel, Nicolaus & Company, Incorporated

Listing: We intend to apply to list the depositary shares on the New York Stock Exchange under the symbol BBT PrE.

CUSIP/ISIN: 054937404/US0549374041

* A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

This communication is intended for the sole use of the person to whom it is provided by us. The issuer has filed a registration statement, including a prospectus, with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322, BB&T Capital Markets, a division of Scott & Stringfellow, LLC via e-mail at prospectusrequests@bbandtcm.com, Deutsche Bank Securities Inc. at 1-800-503-4611 or via e-mail at prospectus.CPDG@db.com, Morgan Stanley & Co. LLC at 1-866-718-1649, UBS Securities LLC at 1-877-827-6444, ext. 561 3884, or Wells Fargo Securities, LLC at 1-800-326-5897.