

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

CALCULATION OF REGISTRATION FEE

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

- (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.

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. |
-

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 29th 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

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 29th 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

<u>Exhibit</u> <u>No.</u>	<u>Description</u>
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.
