

BB&T CORP  
Form S-8  
December 07, 2007

As filed with the Securities and Exchange Commission on December 7, 2007

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)

**M. Patricia Oliver**

**Executive Vice President, General Counsel, 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)

**CALCULATION OF REGISTRATION FEE**

<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>
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Common Stock, par value				
\$5.00 per share	13,000,000	\$35.55	\$462,150,000	\$14,188.01

- (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 (\$35.55) of the high (\$35.92) and low (\$35.18) prices of the Company's Common Stock on December 4, 2007, 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 13,000,000 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. 333-118153, 33-54713, 333-36538 and 33-57867) 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 M. Patricia Oliver, Executive Vice President, General Counsel, Secretary and Chief Corporate Governance Officer of BB&T. Ms. Oliver 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 M. Patricia Oliver, Esq., Executive Vice President, General Counsel, Secretary and Chief Corporate Governance Officer of BB&T.
23.1	Consent of M. Patricia Oliver, Esq., Executive Vice President, General Counsel, Secretary and Chief Corporate Governance Officer of BB&T (included in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP.
24.1	Power of Attorney of Directors and Officers of BB&T.
24.2	Certified Resolution of the Board of Directors 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 7<sup>th</sup> day of December, 2007.

**BB&T CORPORATION**

General Counsel,  
Corporate Governance Officer

By: /s/ M. Patricia Oliver  
M. Patricia Oliver  
Executive Vice President,

Secretary and Chief

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 December 7, 2007.

/s/ John A. Allison IV\*  
Name: John A. Allison IV  
Title: Chairman of the Board and  
Chief Executive Officer  
(principal executive officer)

/s/ Christopher L. Henson\*  
Name: Christopher L. Henson  
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 Ratrie Chilton\*  
Name: Nelle Ratrie Chilton  
Title: Director

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

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

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

/s/ L. Vincent Hackley\*  
Name: L. Vincent Hackley  
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

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

/s/ E. Rhone Sasser\*  
Name: E. Rhone Sasser  
Title: Director

\*By: /s/ M. Patricia Oliver  
M. Patricia Oliver  
Attorney-in-Fact

### THE PLAN

Pursuant to the requirements of the Securities Act of 1933, 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 7<sup>th</sup> day of December, 2007.

**CORPORATION 401(K) SAVINGS PLAN,  
restated**

and Trust Company, N.A.

Brooks

Suzanne G. Brooks

**BB&T**

**as amended and**

By: Branch Banking

As Trustee

By: /s/ Suzanne G.

Vice President

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

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