

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

2004 STOCK INCENTIVE PLAN

(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

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee (1)
Common Stock, par value \$5.00 per share	10,000,000	\$35.55	\$355,500,000	\$10,913.85

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- (1) 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 10,000,000 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 2004 Stock Incentive Plan, as amended (the "Plan"). At the Company's Annual Meeting of Shareholders held on April 24, 2007, 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 22, 2007.

Pursuant to General Instruction E to Form S-8, the contents of the earlier Registration Statement relating to the Plan (Registration No. 333-116488) 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:

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

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 7th day of December, 2007.

BB&T CORPORATION

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

President, General Counsel,

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 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. Efirid*

Name: Tom D. Efirid
Title: Director

/s/ Barry J. Fitzpatrick*

Name: Barry J. Fitzpatrick
Title: Director

/s/ L. Vincent Hackley*

Name: L. Vincent Hackley
Title: Director

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/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

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

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