

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

| 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) |
|---|--------------------------------|--|--|---------------------------------------|
|---|--------------------------------|--|--|---------------------------------------|

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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:

| <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

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. Efir*
Name: Tom D. Efir
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 7th 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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