

BB&T CORP
Form FWP
July 25, 2012

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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

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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.

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