

BB&T CORP  
Form 8-K  
August 12, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

August 12, 2011

**Date of Report (Date of earliest event reported)**

**BB&T Corporation**

(Exact name of registrant as specified in its charter)

Commission file number : 1-10853

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**North Carolina**  
(State of incorporation)

**56-0939887**  
(I.R.S. Employer Identification No.)

**200 West Second Street**

**Winston-Salem, North Carolina**  
(Address of principal executive offices)

**27101**  
(Zip Code)

**(336) 733-2000**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 8.01 Other Events.**

On August 12, 2011, BB&T Corporation (the Company) updated its Medium-Term Note Program (the Medium-Term Note Program), under which the Company may issue from time to time Medium-Term Notes, Series C (Senior) (the Series C Notes), and Medium-Term Notes, Series D (Subordinated) (the Series D Notes, and together with the Series C Notes, the Notes). The Series C Notes will be issued pursuant to the Indenture Regarding Senior Securities, dated as of May 24, 1996, as amended by the First Supplemental Indenture, dated as of May 4, 2009 (as so amended, and as may be further amended or supplemented from time to time, the Senior Note Indenture), between the Company and U.S. Bank National Association, as senior note trustee, and pursuant to the Officers Certificate and Company Order, dated August 12, 2011, with respect to, among other things, the establishment of the Series C Notes. The Series D Notes will be issued pursuant to the Indenture Regarding Subordinated Securities, dated as of May 24, 1996, as amended by the First Supplemental Indenture, dated as of December 23, 2003, by the Second Supplemental Indenture, dated as of September 24, 2004, and by the Third Supplemental Indenture, dated as of May 4, 2009 (as so amended, and as may be further amended or supplemented from time to time, the Subordinated Note Indenture), between the Company and U.S. Bank National Association, as subordinated note trustee, and pursuant to the Officers Certificate and Company Order, dated August 12, 2011, with respect to, among other things, the establishment of the Series D Notes. The Notes have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3 (File No. 333-175538), filed by the Company July 13, 2011 (the Registration Statement).

In connection with updating its Medium-Term Note Program, the Company entered into a Distribution Agreement, dated August 12, 2011 (the Distribution Agreement), with BB&T Capital Markets, a division of Scott & Stringfellow, LLC, Deutsche Bank Securities Inc., and each of the other Agents listed on Schedule A thereto, which agreement is filed as Exhibit 1.1 hereto and pursuant to which the Notes will be sold.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b><u>Exhibit No.</u></b>	<b><u>Description of Exhibit</u></b>
1.1	Distribution Agreement, dated August 12, 2011, between the Company and BB&T Capital Markets, a division of Scott & Stringfellow, LLC, Deutsche Bank Securities Inc., and each of the other Agents listed on Schedule A thereto.
4.1	Officers Certificate and Company Order, dated August 12, 2011, to establish the Series C Notes (excluding exhibits thereto).
4.2	Officers Certificate and Company Order, dated August 12, 2011, to establish the Series D Notes (excluding exhibits thereto).
4.3	Specimen of Series C Notes. <ul style="list-style-type: none"> <li>(a) Series C (Senior) Form of Global Fixed Rate Note.</li> <li>(b) Series C (Senior) Form of Global Floating Rate Note.</li> <li>(c) Series C (Senior) Form of Global OID Zero Coupon Note.</li> <li>(d) Series C (Senior) Form of Global OID Fixed Rate Note.</li> <li>(e) Series C (Senior) Form of Master Global Note.</li> </ul>
4.4	Specimen of Series D Notes. <ul style="list-style-type: none"> <li>(a) Series D (Subordinated) Form of Global Fixed Rate Note.</li> <li>(b) Series D (Subordinated) Form of Global Floating Rate Note.</li> <li>(c) Series D (Subordinated) Form of Global OID Zero Coupon Note.</li> <li>(d) Series D (Subordinated) Form of Global OID Fixed Rate Note.</li> <li>(e) Series D (Subordinated) Form of Master Global Note.</li> </ul>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BB&T CORPORATION  
(Registrant)

By: /s/ Cynthia B. Powell  
Name: Cynthia B. Powell  
Title: Executive Vice President and Corporate  
Controller (Principal Accounting Officer)

Date: August 12, 2011