

BB&T CORP  
Form 8-A12B  
July 31, 2012

As filed with the Securities and Exchange Commission on July 31, 2012

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

Washington, DC 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(B) OR (G) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**BB&T Corporation**

(Exact name of registrant as specified in its charter)

North Carolina  
(State of Incorporation)

56-0939887  
(I.R.S. Employer)

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or Organization)

Identification No.)

200 West Second Street

Winston-Salem, North Carolina 27101

(Address of Principal Executive Offices)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class

Name of Each Exchange on Which

to be so Registered

Each Class is to be Registered  
New York Stock Exchange, Inc.

Depository Shares each representing 1/1,000th

interest in a share of Series E Non-Cumulative Perpetual

Preferred Stock

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this Form relates: 333-175538

Securities to be registered pursuant to Section 12(g) of the Act: None.

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Securities to Be Registered.**

The description of the Depositary Shares being registered hereby, including the Series E Non-Cumulative Perpetual Preferred Stock which is represented by the Depositary Shares, is set forth in the Prospectus included in the Registration Statement on Form S-3 (No. 333-175538) of BB&T Corporation, as filed with the Commission on July 13, 2011, and the final Prospectus Supplement dated July 24, 2012, as filed with the Commission on July 25, 2012, pursuant to Rule 424(b)(5) of the Securities Act of 1933, as amended. The foregoing Prospectus and Prospectus Supplement are incorporated herein by reference.

**Item 2. Exhibits.**

- 4.1 Articles of Amendment of BB&T Corporation with respect to Series E Non-Cumulative Perpetual Preferred Stock filed July 25, 2012 (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K of BB&T Corporation filed July 31, 2012).
- 4.2 Deposit Agreement dated July 31, 2012 between BB&T Corporation and Computershare Inc. and Computershare Trust Company, N.A., jointly as Depositary (incorporated by reference to Exhibit 4.3 of the Current Report on Form 8-K of BB&T Corporation filed July 31, 2012).
- 4.3 Form of Depositary Receipt (included as part of Exhibit 4.2).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

BB&T CORPORATION

Date: July 31, 2012

By: /s/ Cynthia B. Powell  
Cynthia B. Powell  
Executive Vice President and Corporate

Controller (Principal Accounting Officer)

**INDEX TO EXHIBITS**

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