

BB&T CORP  
Form 8-A12B  
May 01, 2012

As filed with the Securities and Exchange Commission on May 1, 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)

200 West Second Street

Identification No.)

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 Depositary Shares each representing 1/1,000th interest in a share of Series D Non-Cumulative	Each Class is to be Registered New York Stock Exchange, Inc.

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 D 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 April 26, 2012, as filed with the Commission on April 27, 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 D Non-Cumulative Perpetual Preferred Stock filed April 27, 2012 (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K of BB&T Corporation filed May 1, 2012).
- 4.2 Deposit Agreement dated May 1, 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 May 1, 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: May 1, 2012

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

**INDEX TO EXHIBITS**

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