

BB&T CORP  
Form FWP  
July 25, 2012

Filed Pursuant to Rule 433

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**

<b>Issuer:</b>	BB&T Corporation (Ticker: BBT)
<b>Security:</b>	Depository shares, each representing a 1/1,000 <sup>th</sup> interest in a share of Series E Non-Cumulative Perpetual Preferred Stock
<b>Size:</b>	\$1,000,000,000 (40 million depository shares)
<b>Over-allotment Option:</b>	\$150,000,000 (6 million depository shares)
<b>Maturity:</b>	Perpetual
<b>Expected Ratings*:</b>	Baa2 / BBB / BBB- / BBB (all stable) (Moody's / S&P / Fitch / DBRS)
<b>Liquidation Preference:</b>	\$25,000 per share (equivalent to \$25 per depository share)
<b>Dividend Rate (Non-Cumulative):</b>	At a rate per annum equal to 5.625% from the date of issuance
<b>Dividend Payment Date:</b>	1 <sup>st</sup> day of February, May, August and November of each year, commencing on November 1, 2012
<b>Optional Redemption:</b>	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.

<b>Trade Date:</b>	July 24, 2012
<b>Settlement Date:</b>	July 31, 2012 (T+5)
<b>Public Offering Price:</b>	\$25.00 per depositary share
<b>Underwriting Discount:</b>	\$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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