

BB&T CORP
Form S-3D
April 11, 2008

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As filed with the Securities and Exchange Commission on April 11, 2008
Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-3

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

BB&T CORPORATION

(Exact name of registrant as specified in its charter)

NORTH CAROLINA

*(State or other jurisdiction of
incorporation of organization)*

56-0939887

*(I.R.S. Employer
Identification Number)*

**200 West Second Street
Winston-Salem, North Carolina 27101
(336) 733-2000**

*(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)*

**Frances B. Jones
Executive Vice President, General Counsel, Secretary and
Chief Corporate Governance Officer
BB&T Corporation
200 West Second Street, 3rd Floor
Winston-Salem, North Carolina 27101
(336) 733-2180**

(Name, address and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, and accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Common Stock, par value \$5.00 per share	10,000,000	\$33.635	\$336,350,000	\$13,218.56

(1) Represents an additional 10,000,000 shares of common stock, par value \$5.00 (Common Stock), of BB&T Corporation (BB&T or the Company) authorized for issuance under the Dividend Reinvestment Plan of BB&T Corporation (the Plan). The amount being registered herein does not include approximately 331,647 shares of BB&T s Common Stock previously registered in connection with the Plan and as yet unsold under BB&T s Registration Statement on Form S-3, Registration No. 333-101218, which shares are being carried forward on this Registration Statement pursuant to Rule 429 under the Securities Act of 1933, as amended (the Securities Act). We previously paid a registration fee of approximately \$32,154 for the shares issuable pursuant to such registration statement (Registration No. 333-101218). See Explanatory Note below.

- (2) Pursuant to Rule 457(c), based on the average (\$33.635) of the high (\$33.94) and low (\$33.33) prices of the Company's Common Stock on April 9, 2008, as reported on the New York Stock Exchange.

EXPLANATORY NOTE

The Prospectus included in this Registration Statement relates to the Plan and constitutes a combined Prospectus as permitted by Rule 429 of the General Rules and Regulations under the Securities Act. It covers (i) 10,000,000 shares of Common Stock registered hereunder and (ii) 331,647 shares of Common Stock previously registered in connection with the Plan under the Company's Registration Statement on Form S-3 (Registration No. 333-101218). Upon effectiveness, this Registration Statement shall constitute a post-effective amendment to Registration Statement No. 333-101218. BB&T also previously filed an additional Registration Statement on Form S-3 with respect to the Plan (Registration No. 33-57859), all of the shares of which have been previously issued.

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**Pursuant to Rule 424(b)(3)
Registration No. 333-101218**

**BB&T Corporation
PROSPECTUS
DIVIDEND REINVESTMENT PLAN
OF
BB&T CORPORATION
COMMON STOCK**

This prospectus relates to 10,331,647 shares of our common stock, \$5.00 par value (the common stock) that may be offered and sold by BB&T Corporation under the Dividend Reinvestment Plan of BB&T Corporation, as amended (the Plan). The Plan is intended to provide participants with a convenient and economical way of investing dividends and optional cash payments in additional shares of our common stock. Any holder of record of common stock is eligible to participate in the Plan.

Participants in the Plan may:

have cash dividends on all or part of their shares automatically reinvested in shares of common stock at market-based prices;

invest optional cash payments in shares of common stock at market-based prices, provided that each payment is at least \$25 per payment and total payments by a participant in any calendar month do not exceed \$25,000; and

deposit their BB&T Corporation stock certificates with the Plan Administrator for safekeeping in book-entry form.

Under the Plan, BB&T Corporation will pay all fees and brokerage commissions for reinvesting dividends and purchasing additional shares with optional cash payments, although brokerage commissions and other costs may be incurred if you sell or transfer shares. This prospectus reflects various recent amendments to the Plan. See Description of the Plan, below.

A shareholder who is not presently participating in the Plan may become a participant by completing the enclosed Authorization Form and returning it to the Plan Administrator, Dividend Reinvestment Plan, P.O. Box 2887, Wilson, North Carolina 27894-2887. However, a shareholder already enrolled in the Plan (or in a dividend reinvestment plan of any predecessor company) will remain a participant in the Plan (on the terms set forth in this prospectus) automatically without any further action. A shareholder who is not presently participating in the Plan and who does not wish to participate in the Plan need not take any action and will continue to receive cash dividends, if and when declared, in the usual manner. Questions about the administration of the Plan should be directed to the Plan Administrator at the telephone number and mailing address set forth in Question 7, below. For other general assistance you may contact BB&T Shareholder Services by telephone at (800) 213-4314 or by e-mail at ShareholderServices@bbandt.com. Many Plan services also are available on the Internet at: <https://www.securitiesinterlink6.com/bbt/servlet/SvltApplicationMain>.

Our principal executive offices are located at 200 West Second Street, Winston-Salem, North Carolina 27101 (telephone: (336) 733-2000). Our common stock is listed on the New York Stock Exchange (the NYSE) under the trade symbol BBT. On April 10, 2008, the closing price for our common stock on the NYSE was \$32.50. On March 31, 2008, there were 546,798,617 shares of BB&T common stock issued and outstanding. We may also be reached on the Internet at www.BBT.com.

PLEASE READ THIS PROSPECTUS CAREFULLY BEFORE INVESTING AND RETAIN IT FOR YOUR FUTURE REFERENCE.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION (THE SEC) NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE SHARES OF COMMON STOCK OFFERED HEREBY ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK OR SAVINGS ASSOCIATION AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY. INVESTMENT IN THE COMMON STOCK INVOLVES INVESTMENT RISK, INCLUDING THE POSSIBLE GAIN OR LOSS OF PRINCIPAL. IN ADDITION, DIVIDENDS PAID MAY GO UP OR DOWN.

This Prospectus is dated April 11, 2008.

THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES COVERED BY THIS PROSPECTUS IN ANY JURISDICTION OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF BB&T SINCE THE DATE HEREOF.

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ABOUT THIS PROSPECTUS

This document is called a prospectus and is part of registration statements that we have filed with the SEC relating to the shares of our common stock offered under the Plan. This prospectus does not include all of the information in the registration statements and provides you with a general description of the securities offered and the Plan. The registration statements containing this prospectus, including exhibits to the registration statements, provide additional information about us, the Plan and the securities offered. The registration statements can be read at the SEC website or at the SEC offices mentioned under the heading *Where You Can Find More Information*.

You should rely only on the information contained in this prospectus, including the information incorporated by reference. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus is accurate as of the date on the front cover of this prospectus only. Our business, financial condition, results of operations and prospects may have changed since that date.

Unless the context suggests otherwise, the terms *BB&T*, *we*, *our* and *us* refer to BB&T Corporation and, where applicable, its subsidiaries, the terms *stock* and *shares* refer to our common stock, and the terms *you* and *your* refer to a prospective investor or participant in the Plan.

DESCRIPTION OF THE PLAN

The Plan permits participants to purchase additional shares of common stock by reinvesting cash dividends on the shares and by making optional cash payments as described below. Such purchases will be effected without payment of any brokerage commissions, service charges or other fees by the participants. The following is a statement of the material features of the Plan in a question and answer format. If you are a shareholder, but do not participate in the Plan, you will continue to receive cash dividends, as declared, in the usual manner.

This prospectus supersedes any prior Plan prospectuses in their entirety.

Purpose

1. *What is the purpose of the Plan?*

The purpose of the Plan is to provide holders of record of BB&T's common stock with a simple, cost-effective and convenient method of acquiring additional shares of our common stock by the reinvestment of cash dividends and through optional cash payments, in both cases at market-based prices (as described in Question 14, below), and without payment of any brokerage fees or commissions, service charges or other expenses for such purchases. Shares for the Plan either will come from BB&T's authorized but unissued common stock or will be purchased for participants in open market transactions or in privately-negotiated transactions. To the extent shares are purchased from BB&T's authorized but unissued common stock, funds received for such shares will be used by BB&T for general corporate purposes.

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Participation Alternatives

2. What alternatives are available to participants in the Plan?

As a participant in the Plan:

A. *Full Dividend Reinvestment:* You may have cash dividends on all of your shares automatically reinvested. You also may make optional cash payments of not less than \$25 per payment but limited to aggregate payments of \$25,000 per calendar month.

B. *Partial Dividend Reinvestment:* You may have cash dividends on less than all of your shares automatically reinvested, while continuing to receive cash dividends on the other shares. The right to make optional cash payments of not less than \$25 per payment up to a total of \$25,000 per calendar month will continue to be available.

C. *Optional Cash Purchases Only:* You may make optional cash payments only of not less than \$25 per payment but limited to aggregate payments of \$25,000 per calendar month. Cash dividends declared on your shares purchased through the *Optional Cash Purchases* alternative will be paid in cash.

If you choose partial dividend reinvestment or optional cash purchases only, you can have your cash dividends deposited directly into your bank account instead of receiving a check by mail. To have your cash dividends deposited electronically, you must complete and submit an Authorization Form for Direct Deposit of Dividends, a form of which is attached to this prospectus and additional copies of which may be obtained from the Plan Administrator. Please allow 30 days from the date of the Plan Administrator's receipt of a properly-submitted form for the direct deposit to be established. You may also change your designated bank account for direct deposit or discontinue this feature by submitting written notice to the Plan Administrator at the address noted in Question 7, below.

Advantages

3. What are some of the advantages to participating in the Plan?

A. No brokerage fees or commissions, service charges or other direct expenses will be paid by you in connection with purchases of common stock under the Plan. Any such purchase-related expenses will be paid by BB&T.

B. The funds paid for shares will be fully invested because the Plan permits fractions of shares of common stock to be credited to your account. The cash dividends on such fractions, as well as on whole shares, credited to your account and optional cash payments you make will be reinvested in additional shares at market-based prices on or as soon as practicable following the applicable investment date. See Questions 14 and 15, below.

C. You will avoid the need for safekeeping of stock certificates for shares of common stock credited to your account under the Plan. You may also surrender to the Plan Administrator for safekeeping certificates for shares of common stock which you now hold. See Question 21, below. Similarly, you may avoid the need for safekeeping stock certificates if you deposit your shares into the direct registration system (or *DRS*). See Question 31, below.

D. The regular periodic statements and reports from the Plan Administrator will reflect the current activity under your account, including purchases, deposits, sales, withdrawals and latest balances, which will

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simplify your record-keeping. You may also view details regarding your Plan account on the Internet at: <https://www.securitiesinterlink6.com/bbt/servlet/SvltApplicationMain>.

Disadvantages

4. What are some of the disadvantages to participating in the Plan?

A. Prior to being invested on a particular investment date, optional cash payments may not be returned to participants unless a written request is received by the Plan Administrator at least 24 hours before the applicable investment date. See Question 16, below.

B. No interest will be paid on optional cash payments pending investment or return.

C. If you send in a payment for an optional cash purchase, the price of the common stock may go up or down before a purchase is made. In addition, because the purchase price for shares purchased on the open market or in negotiated transactions is the weighted average price at which shares are actually purchased for a particular investment date, participants may pay a higher price for shares purchased under the Plan than for shares purchased on the same investment date outside of the Plan. Likewise, if you sell any shares of common stock held in your Plan account through the Agent (as defined in Question 5, below), you will not be able to direct the time or price at which the Agent arranges for your sale, and the price of the common stock may go down before the sale is made.

D. If you request the Plan Administrator to direct the Agent to sell shares of common stock held in your account, you will be charged brokerage commissions and transfer taxes and other direct costs, if any, incurred in connection with such sales.

E. As with any investment, investment in our common stock involves risks, including but not limited to the risks that the value of our common stock may decrease and that dividends paid may decrease or be terminated altogether.

Administration

5. Who administers the Plan?

Branch Banking and Trust Company (Branch Bank), a wholly-owned subsidiary of BB&T, has been appointed Plan Administrator. It will keep records, send statements of account to each participant, and perform other administrative duties relating to the Plan. The shares of common stock purchased for you under the Plan will be held for you in safekeeping by or through Branch Bank until termination of your participation in the Plan or until a written request is received from you for withdrawal of all or part of your shares. See Question 19, below. If you have any questions, please call the Plan Administrator at (252) 246-4606 or write the Plan Administrator at the address noted in Question 7, below.

All purchases of shares of common stock for the accounts of participants on the open market will be accomplished through State Street Bank and Trust Company or such other agent as may be selected by the Plan Administrator from time to time (the Agent). The Agent also may effect sales of such shares on the open market as directed by participants in the event of withdrawal or termination of a participant s interests under the Plan. See Questions 23-25, below. BB&T may adopt and amend rules and regulations to facilitate the administration of the Plan.

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Participation

6. Who is eligible to participate?

If you are a holder of BB&T's common stock registered in your name, you are eligible to participate. Shareholders of record may participate with respect to less than all of their shares of stock. If you beneficially own shares registered in another name (for example, in the name of a broker or bank nominee), you must either make appropriate arrangements for your broker or nominee to participate, or you must become a shareholder of record by having all or a portion of your shares transferred to your own name.

7. How does an eligible shareholder participate?

Unless otherwise a participant in the Plan, a holder of record of BB&T's common stock may enroll in the Plan by checking the appropriate box on the Authorization Form and signing and returning it to the Plan Administrator at the address below. A return envelope will be provided for this purpose. Where common stock is registered in more than one name (i.e., joint tenants, trustees, etc.), all of the registered holders must sign. See Question 9 for more information on the Authorization Form. BB&T reserves the right to deny, modify, suspend or terminate participation by any person or entity.

You may also enroll by completing the enrollment form available on the Internet at:
<https://www.securitiesinterlink6.com/bbt/servlet/SvltApplicationMain>.

All questions and communications regarding the Plan should be addressed to the Plan Administrator at the following address:

BB&T Corporation
Corporate Trust Services
Dividend Reinvestment Plan
P.O. Box 2887
Wilson, NC 27894-2887
Telephone: (252) 246-4606

8. When may an eligible shareholder enroll in the plan?

An eligible shareholder may enroll in the Plan at any time. If you elect only to have dividends reinvested on your shares (and not to make optional cash purchases), you will begin to participate in the Plan as of the dividend payment date associated with the first dividend record date which occurs after the date the Plan Administrator processes your properly-submitted Authorization Form. The dividend record dates usually precede the dividend payment dates by approximately two to three weeks. If, when you enroll, you elect to make optional cash payments, you must deliver a properly-submitted Authorization Form and cash payments to BB&T no less than three calendar days (and no more than 25 calendar days) before an investment date in order for purchases to be made on your behalf on that investment date. See Question 16, below, for more information about optional cash purchases.

9. What does the Authorization Form provide?

The Authorization Form provides for the purchase of additional shares of BB&T's common stock through the following investment options:

A. *Full Dividend Reinvestment.* This alternative directs the investment, in accordance with the Plan, of the cash dividends on all of the shares of common stock then or subsequently registered in your name and on all shares of common stock then or subsequently held in your Plan account (including fractional shares and

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shares purchased with optional cash purchases under the Plan), and also permits you to make optional cash payments for the purchase of additional shares in accordance with the Plan.

B. Partial Dividend Reinvestment. This alternative directs the investment, in accordance with the Plan, of the cash dividends on a portion of the shares of common stock then or subsequently registered in your name or held in your Plan account. Under this alternative, you may either direct the investment of cash dividends on a specific number of shares, or you may direct the investment of cash dividends on a specific percentage of shares registered in your name or held in your Plan account (including fractional shares and shares purchased with optional cash purchases under the Plan). This alternative also permits you to make optional cash payments for the purchase of additional shares in accordance with the Plan.

C. Optional Cash Purchases Only. This alternative permits you to make optional cash payments for the purchase of additional shares of common stock in accordance with the Plan, but without any reinvestment of cash dividends on those shares directly held by you. Cash dividends on shares purchased under this alternative are paid in cash.

You may select either one of the dividend reinvestment alternatives or the optional cash purchase alternative. The cash dividends on shares held for your account under the Plan will be reinvested in accordance with the Plan, including dividends on shares purchased with optional cash payments or through reinvested dividends, unless you specify otherwise.

If you submit an Authorization Form properly executed but with no investment alternative designated, you will be enrolled in the Full Dividend Reinvestment option.

10. *How may a participant change participation alternatives under the Plan?*

As a participant, you may change your investment alternatives at any time by requesting a new Authorization Form and returning it to the Plan Administrator at the address set forth in Question 7. See also Questions 8 and 9. You may also make most changes regarding investment alternatives on the Internet at: <https://www.securitiesinterlink6.com/bbt/servlet/SvltApplicationMain>. If a properly-submitted Authorization Form changing the reinvestment of cash dividends is received before the record date for payment of the related cash dividend, the change generally will be effective on the related dividend payment date. If the Authorization Form is received later than the record date, the change generally will be put into effect on the next cash dividend payment date.

Costs

11. *Are there any expenses to participants in connection with purchases or sales under the Plan?*

No brokerage fees or commissions on shares purchased under the Plan will be paid by participants, whether the additional shares are purchased directly from BB&T or on the open market or in negotiated transactions. However, if you request the Plan Administrator to direct the Agent to sell shares held in your account, or if any fractional shares are sold for your account, a brokerage commission will be deducted from the proceeds of the sale, and you will be responsible for transfer taxes, service fees or other similar costs, if any, related to the transfer of shares made at your direction. See Questions 23-25, below. BB&T will pay all costs of administration of the Plan. We reserve the right to establish or change service charges in connection with the Plan in the future, and you will be notified if any such changes take effect.

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Purchases

12. *What is the source of shares purchased under the Plan?*

Shares purchased under the Plan either will come from BB&T's authorized but unissued shares or from shares purchased for participants' accounts on the open market or in privately-negotiated transactions. BB&T will decide whether to purchase shares on the open market or to issue new shares based on BB&T's equity position, the market price of our common stock, general market conditions, BB&T's current and expected capital needs, and other relevant factors. BB&T expects that Plan purchases generally will be effected in open market transactions by the Agent. See Question 5. However, neither BB&T nor any participant will have authority to direct the time or price at which shares may be purchased on the open market or the selection of the broker or dealer through or from whom purchases are to be made.

13. *How many shares will be purchased for each participant?*

The number of shares purchased for your account will depend on the amount of your cash dividends and/or optional cash payments and the purchase price per share. Your account will be credited with that number of shares, including fractional shares, equal to the total amount to be invested, divided by the applicable purchase price per share of the common stock.

14. *How is the purchase price determined for shares of common stock purchased under the Plan?*

For shares purchased in open market transactions or in privately negotiated transactions, a participant's purchase price for shares purchased for the participant's account will be the weighted average purchase price of all shares of our common stock purchased for the relevant investment date. For shares purchased directly from BB&T, a participant's purchase price will be the average of the high and low sales prices of the common stock on the NYSE on the applicable investment date. If there are no trades on that date, or if trading is halted or suspended on that date or if publication of the sales prices of the common stock does not take place or contains a reporting error, the purchase price will be determined on the basis of such market quotations as BB&T deems appropriate. See Question 15, below.

BB&T reserves the right to permit shares purchased with dividend reinvestments or optional cash purchases, or both, to be purchased at a discount price per share as solely determined by BB&T, upon giving participants reasonable prior written notice of the discount. If instituted, the discount may thereafter be changed or discontinued upon giving participants similar notice.

The determination of the purchase price for shares made in accordance with this question is solely for the purpose of determining the number of shares to be purchased for each participant's account and does not determine the participant's tax basis in the shares so purchased. See Questions 29 and 30, below.

15. *When will purchases of shares of common stock be made?*

The shares of common stock to be purchased for participants will be allocated to their accounts as of, or as soon as practicable following, the applicable investment date. For the reinvestment of cash dividends, the investment date will be the regular cash dividend payment date, which historically has been the first day of February, May, August and November. For the investment of optional cash payments other than through bank drafts, purchases will be made weekly (generally on Fridays, or if not a trading day, then on the next trading day). Optional cash payments must be received at least three calendar days before the applicable investment date. Purchases made through bank drafts

generally are made on the first investment date of the month. However, we reserve the right to make purchases with optional cash payments (whether through bank drafts or otherwise) more or less frequently than as described above. See Question 16, below. Purchases of authorized but unissued shares of our common stock directly from us will be made as of each investment date and will include the optional cash payments and dividends to be reinvested

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as of each investment date, as applicable. Purchases by the Agent or a broker-dealer selected by the Agent through market transactions (or in privately-negotiated transactions) will begin on or after the investment date and after the Plan Administrator has delivered to the Agent the payments for optional cash purchases and the dividends to be reinvested, as applicable, and will be completed as soon as reasonably practicable, but not later than 30 days after the applicable investment date. However, the exact timing and related aspects of purchases may be subject to certain conditions (such as compliance with the rules and regulations of the SEC), which may prevent the purchase of common stock or interfere with the timing of purchases. No interest will be paid on any funds received under the Plan pending investment. You may view details regarding your pending investment on the Internet at: <https://www.securitiesinterlink6.com/bbt/servlet/SvltApplicationMain>.

Optional Cash Payments

16. How may optional cash payments be made?

The optional cash payments received from a participant will be accumulated with the optional cash payments of all participants, inclusive of the cash dividends held for reinvestment on the same investment date. These accumulated amounts will be used to purchase shares of common stock directly from BB&T or on the open market or in privately-negotiated transactions, as of, or as soon as practicable following, the relevant investment date. The price of the shares of common stock purchased with the optional cash payments will be determined as described in Question 14. Optional cash payments received less than three calendar days immediately preceding an investment date generally will be held by the Plan Administrator until the next investment date; provided, however, that no optional cash payments will be held for more than 25 calendar days.

In the event of the inability of the Agent or Plan Administrator to purchase shares as of an applicable investment date, the optional cash payments received prior to the 25th day preceding the investment date on which they could have been invested will be returned to the participant. No interest will be paid on optional cash payments held pending investment. Consequently, you are strongly urged to make your optional cash payments as close as possible to the third calendar day immediately preceding the next appropriate investment date. In this regard, you should allow sufficient time to ensure that your payment is received by the Plan Administrator three calendar days before these dates. A shareholder may participate in the Plan even if he wishes to make optional cash payments only.

An optional cash payment will be refunded if a written request for refund is received by the Plan Administrator at least 24 hours prior to the next applicable investment date on which the cash payment otherwise would have been invested.

An optional cash payment may be made by a participant at the time of enrolling in the Plan by enclosing with the Authorization Form a check made payable to Branch Bank, as Plan Administrator. Thereafter, the optional cash payments (other than through bank drafts) may be made (generally, on a weekly basis) through use of the cash payment forms, which will be attached to statements of account sent by the Plan Administrator to participants, or by bank draft. Generally, the same amount need not be sent each month, and there is no obligation to make an optional cash payment for each or any investment date. Optional cash payments (other than through bank drafts) must be received at least three calendar days prior to the applicable investment date. If you elect to make optional cash payments through bank draft, the debit must be in the same amount each month and will continue until you notify the Plan Administrator in writing that you wish to change the amount or terminate the bank draft, or until BB&T elects not to make purchases for your account, e.g., because there are insufficient funds held in your bank account. Bank drafts generally occur on or about the 23rd day of each month and purchases with such amounts generally are made on the first investment date of the next month. However, as noted in Question 15 above, we reserve the right to

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make purchases with optional cash payments (whether through bank drafts or otherwise) more or less frequently than as described above.

The minimum optional cash payment by a participant is \$25 per payment, and the aggregate of such payments received by the Plan Administrator in any one calendar month cannot exceed a total of \$25,000 for any participant. BB&T may, from time to time, change the minimum or maximum amounts of optional cash payments per month upon notice to you.

Reports to Participants

17. What kind of reports will be sent to participants in the Plan?

As soon as practicable after a transaction is made for a participant's account under the Plan, the Plan Administrator will provide the participant with a statement reflecting the amount, per share price (where applicable) and number of whole shares and fractional interests purchased, sold, withdrawn or deposited for the participant's account. **These statements and reports are your continuing record of account activity and the cost basis of your purchases and the proceeds of sales and thus should be retained for tax purposes. However, these reports do not reflect the purchase price or cost basis for shares credited to a participant's account under the Plan. Each participant is responsible for maintaining records regarding the cost basis and purchase prices of all shares credited to his account.** Participants will also receive copies of communications sent to holders of BB&T's common stock, including BB&T's Quarterly Reports, Annual Reports, Notices of Shareholder Meetings and Proxy Statements, and any reports of taxable income as may be required by the Internal Revenue Service.

You may also view details regarding your Plan account on the Internet at:
<https://www.securitiesinterlink6.com/bbt/servlet/SvltApplicationMain>.

Dividends

18. Will participants be credited with cash dividends on whole and fractional shares held in their accounts under the Plan?

Dividends on fractional and whole shares held in a participant's account will be reinvested in additional shares and credited to the participant's account if the participant has selected the Full Dividend Reinvestment or Partial Dividend Reinvestment alternative. (See Question 9.) Participants who have elected to purchase shares with optional cash payments only will receive cash dividends on all shares, including shares purchased under the Plan, in the usual manner.

Certificates for Shares

19. Will stock certificates be issued for the shares of common stock purchased?

Certificates for the shares of common stock purchased under the Plan will not be issued directly to you, unless requested as provided below.

All shares credited to your Plan account will be held by the Plan Administrator or its nominee as your agent. The number of shares credited to your account under the Plan will be shown on your account statement. This additional service protects against loss, theft or destruction of stock certificates. If you wish to transfer your shares out of the Plan, the Plan Administrator will issue shares in book-entry form through the direct registration system. In that case, the Plan Administrator will send a direct registration system book-entry statement reflecting the full shares issued to

you within approximately five business days of the date of transfer. You can obtain information

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about direct registration at any time by calling 1-800-213-4314 or by written request to the Plan Administrator at the address set forth in Question 7. Fractional share interests will not be issued in certificate or DRS book-entry form under any circumstances. Any fractional shares will be sold and a check for the net proceeds resulting from the sale will be sent to the participant. You may request that certificates for any number of whole shares credited to your account be issued to you without charge upon written request to the Plan Administrator.

20. In whose name will certificates be registered when issued to participants?

The accounts under the Plan will be maintained in the name in which your shares are registered at the time you elect to enroll in the Plan. Consequently, any shares withdrawn from the Plan and issued in DRS book-entry form under the direct registration system (see Questions 19 and 23) as whole shares purchased under the Plan will be similarly registered when delivered to you upon your request. You may request certificates for whole shares of stock you are withdrawing from the Plan instead of receiving the DRS book-entry shares. Should you want the shares you withdraw from the Plan registered and reissued in a different name, you must so indicate by a proper written request bearing the registered owner's signature(s) which has been guaranteed by an authorized financial institution, broker-dealer or other entity participating in the Medallion Guarantee Program. (The Medallion Guarantee Program is designed to ensure that the individual signing the certificate or stock power is in fact the registered owner.) Since this would constitute a reregistration, you would be responsible for transfer taxes, if any, that may be due and for compliance with any other applicable transfer requirements.

21. Does the Plan provide for safekeeping of share certificates?

Yes. If you are a participant in the Plan, certificates for shares of stock you hold of record may be sent to the Plan Administrator (at the address set forth in Question 7) requesting that they be deposited into the Plan for safekeeping. In that event, the shares represented by the certificates will be allocated to your Plan account. If you deposit additional certificates for safekeeping, all cash dividends earned on these shares will be reinvested automatically by the Plan whether or not such dividends were previously reinvested (unless you have elected the Optional Cash Purchases Only alternative, in which case you will continue to receive cash dividends when and if declared by BB&T). BB&T provides this safekeeping feature free of charge. You should send such certificates by registered mail, return receipt requested, and insure them for an amount sufficient to cover the bond premium that would be charged to replace the certificates if they were lost or destroyed. Additionally, you may deposit shares you hold in the DRS book entry system into the Plan. See Question 31, below.

Participants who deposit share certificates for safekeeping are responsible for maintaining records reflecting the purchase price and cost basis for such shares. BB&T is not responsible for determining such amounts.

Change of Participation, Withdrawal, Sale of Shares and Termination

22. How do participants change their method of participation?

You may change your method of participation at any time by indicating the change on a properly-submitted Authorization Form sent to the Plan Administrator at the address set forth in Question 7. The change to your method of participation will become effective as soon as practicable after the Plan Administrator has received the new Authorization Form. You may also make most changes regarding participation methods on the Internet at: <https://www.securitiesinterlink6.com/bbt/servlet/SvltApplicationMain>.

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23. How does a participant withdraw shares held in his or her Plan account?

You may at any time withdraw any or all whole shares credited to your Plan account by notifying the Plan Administrator in writing that you wish to do so. Notice of withdrawal of shares should be sent to the address set forth in Question 7. Unless you request certificates for your shares in writing, the Plan Administrator will issue the whole shares you are withdrawing in book-entry form through the direct registration system. In that case, the Plan Administrator will send a direct registration book-entry statement reflecting the whole shares you withdrew within approximately five business days of the date of transfer. If you request certificates for your shares, a certificate for the whole shares requested to be withdrawn will be issued in your name and mailed to you. You will not receive book-entry credit or certificates for fractional shares. Rather, any fractional share will be sold and a check for the net proceeds resulting from that sale (i.e., the proceeds from the sale less brokerage commissions, transfer taxes and service fees, if any) will be mailed to you. If the Plan Administrator receives your notice of withdrawal on or after the record date for a particular dividend payment, that dividend will be reinvested for your account.

If you have elected full dividend reinvestment on all shares of stock registered in your name, the cash dividends on the shares withdrawn from the Plan will continue to be reinvested. If you elected partial dividend reinvestment, dividends will be reinvested only for the number or percentage of shares for which you have elected reinvestment. You may change any election previously made by submitting a new Authorization Form.

At your request, the Plan Administrator, through the Agent, also may sell the shares withdrawn. See Question 24, below.

24. How can shares of common stock be sold?

You can sell all or part of your shares of common stock held in your account in either of two ways. First, you may request certificates or DRS book entry for your whole shares and arrange for the sale of these shares through a broker-dealer of your choice. Customary brokerage commissions, taxes and fees will apply. Alternatively, you can request the Plan Administrator to direct the Agent to sell for you some or all of your shares held by the Plan. The Agent will sell shares for you through broker-dealers selected by the Agent in its sole discretion, which broker-dealers may be affiliated with the Agent. If you request that the Agent arrange for the sale of your shares, you will be charged a commission by the broker-dealer selected by the Agent, which will be deducted, along with any applicable taxes or other fees incurred in connection with the sale, from the cash proceeds paid to you. The amount of the commission will vary depending on the broker-dealer selected and other factors. The sale will be made by the Agent for your account, on the open market, generally within 10 business days after the Plan Administrator's receipt of your request or as soon as otherwise practicable. The Plan Administrator will not be liable for any claim arising out of failure to sell stock on a certain date or at a specific price. This risk should be evaluated by the participant and is a risk that is borne solely by the participant. Shares being sold for you may be aggregated with those of other Plan participants who have requested sales. In that case, you will receive proceeds based on the weighted average sales price of all shares sold, less your pro rata share of brokerage commissions and any applicable taxes or other fees. **Participants are responsible for determining the tax cost basis for shares sold under the Plan. BB&T assumes no responsibility for such determinations.** If you are requesting stock certificates or selling shares in connection with terminating participation in the Plan, additional restrictions may apply. See also Questions 19, 25 and 26.

Please remember that if you elect to sell your common stock through the Agent, the price of our common stock may decline during the period between the Agent's receipt of your request and the date of the sale. You also assume a similar risk between the time that you request and receive a certificate. You should carefully evaluate these risks, which you bear.

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25. How may participation in the Plan be terminated?

You may terminate your participation in the Plan by notifying the Plan Administrator in writing that you wish to do so. Such notice should be sent to the Plan Administrator at the address set forth in Question 7. Upon termination of participation in the Plan, you may elect to receive: (1) any whole shares that you hold in the Plan either in certificated form or to be held for you in book-entry form through our direct registration system, plus a check for the proceeds from the sale of any fractional share (less brokerage commissions, and any applicable transfer taxes and service fees); or (2) a check for the proceeds from the sale of all shares, including any fractional share, held for your account, less brokerage commissions, and any applicable transfer taxes and service fees. The sale will be made by the Agent for your account, on the open market, generally within 10 business days after the Plan Administrator's receipt of your request or as soon as otherwise practicable, except as provided in Question 26. See also Questions 23 and 24, above, regarding sales of shares. You can obtain information about the direct registration system at any time by calling 1-800-213-4314 or by written request to the Plan Administrator at the address provided in Question 7, above.

BB&T reserves the right to terminate the participation of any participant in the Plan for any reason and at any time.

26. When may participation in the Plan be terminated?

You may terminate your participation in the Plan at any time. BB&T also may in its discretion terminate a participant's participation in the Plan at any time. If the request to terminate is received on or after the record date for a dividend, any cash dividends paid on that dividend payment date will be reinvested for your account. Any optional cash payment sent to BB&T prior to the request for termination will be invested, unless a return of the amount is expressly made in the request for termination and the request for termination is received at least 24 hours prior to the investment date. In the event cash dividends are reinvested, or optional cash payments are invested, after the receipt of a request to terminate, the request will be processed as promptly as possible following the applicable investment date.

All cash dividends declared after you terminate participation will be paid to you by check or direct deposit in the ordinary manner, unless you reenroll in the Plan, which you may do at any time (subject to Plan terms).

The Plan provides for the termination of any participant's account upon adequate written evidence of such participant's death or adjudication of incompetency, in which cases no further purchases for the account will be made.

27. What happens when you sell or transfer all of the shares registered in your name?

If you sell or transfer all shares registered in your name (those for which you either hold certificates or for which you are the record owner on our direct registration system) without terminating Plan participation, the cash dividends on shares credited to your account under the Plan will continue to be reinvested, until your participation in the Plan is terminated. If you sell all of the shares of stock you hold of record, you would still hold shares of common stock under the Plan because those shares are held by the Plan Administrator as nominee for all participants in the Plan. Cash dividends on the shares held in your Plan account, including any shares held in safekeeping, would continue to be reinvested under the Plan until your participation is terminated.

However, if a participant has only a fractional share in common stock credited to the account under the Plan on the record date for cash dividends on the common stock, BB&T reserves the right not to reinvest the additional dividends on such fractional share and to terminate such participant's account. If BB&T exercises this right, the

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participant will receive a check for the proceeds from the sale of such fractional share (less brokerage commissions and applicable transfer taxes and service fees), plus the amount of the cash dividends thereon.

28. *What happens when you sell or transfer some but not all of the shares registered in your name?*

If you are reinvesting the cash dividends on all of the shares registered in your name (i.e., you have elected the Full Dividend Reinvestment alternative as described in Question 9) and you sell or transfer a portion of such shares, the cash dividends on the remainder of the shares registered in your name will continue to be reinvested.

If you are reinvesting the cash dividends on only a portion of the shares registered in your name (that is, you have selected the Partial Dividend Reinvestment alternative as discussed in Question 9), and you then dispose of a portion of these registered shares, the cash dividends on the lesser of (1) the number of shares with respect to which reinvestment of cash dividends was originally authorized, or (2) all of the shares which remain in your name will continue to be reinvested.

Federal Income Tax Consequences

29. *What are the federal income tax consequences of participation in the Plan?*