

BB&T CORP
Form 4
February 28, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goodrich Donna C

(Last) (First) (Middle)
P O BOX 1250
(Street)

WINSTON-SALEM, NC 271021250

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BB&T CORP [(BBT)]

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/26/2008		A	751 ⁽¹⁾ A \$ 0	3,311.867 ⁽²⁾	I	By Spouse
Common Stock					6,549.217 ⁽³⁾	D	
Common Stock					10,232.378	I	By 401(k)
Common Stock					8,686.989	I	By Spouse's - 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 36.84					02/26/2003 ⁽⁸⁾ 02/26/2012	Common Stock	2,6
Employee Stock Option (right to buy)	\$ 32.66					02/25/2004 ⁽⁹⁾ 02/25/2013	Common Stock	3,0
Employee Stock Option (right to buy)	\$ 36.68					02/24/2005 ⁽¹⁰⁾ 02/24/2014	Common Stock	2,7
Stock Option (Right to Buy)	\$ 38.64					02/22/2006 ⁽¹¹⁾ 02/22/2015	Common Stock	6,2
Stock Option (right to buy)	\$ 39.73					02/21/2007 ⁽¹²⁾ 02/21/2016	Common Stock	8,4
Stock Option (right to buy)	\$ 44.15					02/20/2008 ⁽¹³⁾ 02/20/2017	Common Stock	36,0
Stock Option	\$ 38.64					02/22/2006 ⁽¹¹⁾ 02/22/2015	Common Stock	3,2

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(Right to Buy)										
Stock Option (right to buy)	\$ 39.73					02/21/2007 ⁽¹²⁾	02/21/2016	Common Stock	3,6	
Stock Option (right to buy)	\$ 44.15					02/20/2008 ⁽¹³⁾	02/20/2017	Common Stock	3,4	
Stock Option (right to buy)	\$ 34.29	02/26/2008		A	46,642	02/26/2009 ⁽⁴⁾	02/26/2018	Common Stock	46,6	
Stock Option (right to buy)	\$ 34.29	02/26/2008		A	4,978	02/26/2009 ⁽⁴⁾	02/26/2018	Common Stock	4,9	
Employee Stock Option (right to buy)	\$ 36.313					02/23/2000 ⁽⁵⁾	02/23/2009	Common Stock	3,9	
Employee Stock Option (right to buy)	\$ 23.938					02/22/2001 ⁽⁶⁾	02/22/2010	Common Stock	6,3	
Employee Stock Option (right to buy)	\$ 36.59					02/27/2002 ⁽⁷⁾	02/27/2011	Common Stock	4,4	
Employee Stock Option (right to buy)	\$ 36.84					02/26/2003 ⁽⁸⁾	02/26/2012	Common Stock	4,6	
Employee Stock Option (right to buy)	\$ 32.66					02/25/2004 ⁽⁹⁾	02/25/2013	Common Stock	5,5	
Employee Stock Option	\$ 36.68					02/24/2005 ⁽¹⁰⁾	02/24/2014	Common Stock	5,0	

(right to buy)					
Employee Stock Option (right to buy)	\$ 36.313	02/23/2000 ⁽⁵⁾	02/23/2009	Common Stock	1,2
Employee Stock Option (right to buy)	\$ 23.938	02/22/2001 ⁽⁶⁾	02/22/2010	Common Stock	2,1
Employee Stock Option (right to buy)	\$ 36.59	02/27/2002 ⁽⁷⁾	02/27/2011	Common Stock	1,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goodrich Donna C P O BOX 1250 WINSTON-SALEM, NC 271021250			Sr. Executive Vice President	

Signatures

By: Carla Brenwald, Attorney-in-fact
Date: 02/28/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Grant of Restricted Stock Units which vests 5 years from the grant date.
- (2) Includes 0.136 shares acquired in February 2008, under the Issuer's Dividend Reinvestment Plan.
- (3) Includes 3.036 shares acquired in February 2008, under the Issuer's Dividend Reinvestment Plan.
- (4) The option is exercisable in five equal annual installments beginning on 2/26/2009.
- (5) The option is exercisable in three equal annual installments beginning on 02/23/2000.
- (6) The option is exercisable in three equal annual installments beginning on 02/22/2001.
- (7) The option is exercisable in three equal annual installments beginning on 02/27/2002.
- (8) The option is exercisable in three equal annual installments beginning on 02/26/2003.
- (9) The option is exercisable in five equal annual installments beginning on 02/25/2004.
- (10) The option is exercisable in five equal annual installments beginning on 02/24/2005.

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- (11) The option is exercisable in five equal annual installments beginning on 2/22/2006.
- (12) The option is exercisable in five equal annual installments beginning on 02/21/2007.
- (13) The option is exercisable in five equal annual installments beginning on 2/20/2008.

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