

BB&T CORP
Form FWP
October 24, 2012

Filed Pursuant to Rule 433

Registration No. 333-175538

October 24, 2012

Final Term Sheet

Depository Shares, Each Representing a 1/1,000th Interest

in a Share of Series F Non-Cumulative Perpetual Preferred Stock

Issuer: BB&T Corporation (Ticker: BBT)

Security: Depository shares, each representing a 1/1,000th interest in a share of Series F Non-Cumulative Perpetual Preferred Stock

Size: \$450,000,000 (18 million depository shares)

Over-allotment \$50,000,000 (2 million depository shares)

Option:

Maturity: Perpetual

Expected Ratings*: Baa2 / BBB / BBB- / BBB (all stable) (Moody's / S&P / Fitch / DBRS)

Liquidation \$25,000 per share (equivalent to \$25 per depository share)

Preference:

Dividend Rate At a rate *per annum* equal to 5.200% from the date of issuance

(Non-Cumulative):

Dividend Payment 1st day of February, May, August and November of each year, commencing on February 1, 2013

Date:

Optional Redemption: On November 1, 2017, or any dividend payment date thereafter, the Series F 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 F 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 supplement, 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. Neither the holders of Series F Preferred Stock nor holders of depository shares will have the right to require the redemption or repurchase of the Series F Preferred Stock.

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Trade Date: October 24, 2012

Settlement Date: October 31, 2012 (T+5)

Public Offering \$25.00 per depositary share

Price:

Underwriting Discount: \$13,180,625

Net Proceeds (before expenses) \$436,819,375

to Issuer:

Joint Book-Running Merrill Lynch, Pierce, Fenner & Smith

Managers: Incorporated

BB&T Capital Markets, a division of Scott & Stringfellow, LLC

Deutsche Bank Securities Inc.

Goldman, Sachs & Co.

Morgan Stanley & Co. LLC

UBS Securities LLC

Wells Fargo Securities, LLC

Listing: We intend to apply to list the depository shares on the New York Stock Exchange under the symbol BBT PrF.

CUSIP/ISIN: 054937602 / US0549376020

* 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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Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322, BB&T Capital Markets, a division of Scott & Stringfellow, LLC via e-mail at prospectusrequests@bbandtcm.com, Deutsche Bank Securities Inc. at 1-800-503-4611 or via e-mail at prospectus.CPDG@db.com, Goldman, Sachs & Co. at 1-866-471-2526, Morgan Stanley & Co. LLC at 1-866-718-1649, UBS Securities LLC at 1-877-827-6444, ext. 561 3884, or Wells Fargo Securities, LLC at 1-800-326-5897.