





BB&T Corporation

BBT NYSE

Banks

Market Capitalization USD: **\$14,868.03 mm**

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Kelly S. King

Age: 63 CEO Since: 2009

	2009	2010	2011
Base Salary	\$900,000	\$937,500	\$960,688
Discretionary Bonus	\$373,691	\$0	\$0
Annual Cash Incentive	\$1,020,983	\$1,138,594	\$2,594,312
Benefits and Perquisites	\$111,676	\$142,443	\$128,989
TOTAL ANNUAL COMPENSATION	\$2,406,350	\$2,218,537	\$3,683,989
Increase in Post-Retirement Benefits	\$1,275,235	\$2,094,449	\$1,602,109
Stock Option Awards	\$881,999	\$918,747	\$941,471
Stock Awards	\$582,334	\$5,149,863	\$1,230,906
TOTAL COMPENSATION	\$5,145,918	\$10,381,596	\$7,458,475
Median of Other Named Executive Officers Total Compensation	\$1,819,348	\$3,844,805	\$3,239,893
Value Realized on Exercise of Stock Option	\$0	\$166,562	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$595,900
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$166,562	\$595,900

Proxy Date: 12 Mar 2012 **Annual Meeting Date:** 24 Apr 2012 **Equity Reserves:** 15.64% **Stock Option Run Rate:** 0.54%

BB&T Corporation

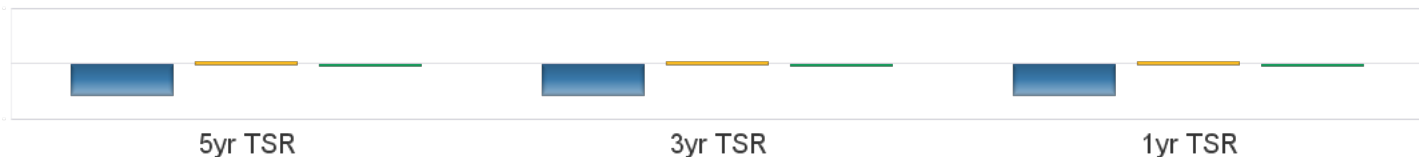
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ BBT



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
BBT	BB&T Corporation	\$5,145,918	\$10,381,596	\$7,458,475	\$14,868,030,683
PNC	PNC Financial Services Group, Inc. (The)	\$18,027,856	\$16,600,793	\$16,607,150	\$25,359,553,356
COF	Capital One Financial Corporation	\$6,087,365	\$14,859,688		\$18,205,006,243
STI	SunTrust Banks, Inc.	\$7,672,822	\$10,270,524	\$9,273,010	\$9,637,475,013
FITB	Fifth Third Bancorp	\$5,215,692	\$4,821,613	\$7,238,199	\$9,269,640,882
MTB	M&T Bank Corporation	\$2,937,103	\$2,547,590	\$2,939,914	\$8,779,434,827
CIT	CIT Group Inc.	\$1,991,145	\$6,689,145		\$6,092,593,182

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

U.S. Bancorp, PNC, SunTrust, Regions, Fifth Third, KeyCorp, M&T, Comerica, Huntington, Zions

Performance Peer Group

U.S. Bancorp, PNC, SunTrust, Regions, Fifth Third, KeyCorp, M&T, Comerica, Huntington, Zions

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Jane P. Helm	Chairman	69	Female	15	Outside Related
Anna R. Cablik	Member	59	Female	8	Outside
John P. Howe	Member	69	Male	7	Outside
Thomas E. Skains	Member	55	Male	3	Outside
Valeria Lynch Lee	Member	69	Female	1	Outside

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