PPL Corp Form 4 January 26, 2015

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

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 * Wilten Mark F

(Last)

(City)

(First)

(Middle)

TWO NORTH NINTH STREET

(Zip)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

PPL Corp [PPL]

3. Date of Earliest Transaction

(Month/Day/Year) 01/22/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify

X_ Officer (give title below)

VP-Treasurer & Chief Risk Off.

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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

ALLENTOWN, PA 18101

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

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

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	3)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(1
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Unit (SIP)	<u>(1)</u>	01/22/2015		A		4,800		(2)	(2)	Common Stock	4,800	
Performance Stock Unit (SIP)	<u>(4)</u>	01/22/2015		A		4,830		<u>(4)</u>	<u>(4)</u>	Common Stock	4,830	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wilten Mark F TWO NORTH NINTH STREET ALLENTOWN, PA 18101

VP-Treasurer & Chief Risk Off.

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Mark F. Wilten

01/26/2015

**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) No conversion or exercise price applies. Under the terms of the Stock Incentive Plan (SIP), a restricted stock unit converts to a share of common stock on the applicable vesting date.
- (2) The units will vest on 01/22/2018.
- As of 01/26/2015, total restricted stock units beneficially owned is 16,540.503. This total includes the 06/04/2012 grant of 1,810 restricted stock units, 01/24/2013 grant of 3,490 restricted stock units and the 01/23/2014 grant of 5,610 restricted stock units, plus in each case, the incremental addition of restricted stock units credited to the original grant in amounts equal to dividend equivalents deemed earned on shares underlying such restricted stock units, and the 01/22/2015 grant of 4,800 restricted stock units.
- No conversion or exercise price or exercise or expiration date applies. Under the terms of the Stock Incentive Plan (SIP), all, some or none of the underlying securities will be earned depending on the Company's performance relative to an industry peer group over a three-year performance period ending 12/31/2017. Determination of number of underlying securities that have been earned, if any, will be made by the Compensation, Governance and Nominating Committee in January 2018.
- As of 01/26/2015, total performance units beneficially owned is 17,066.719. This total includes the 06/04/2012 grant of 2,250 performance units, 01/24/2013 grant of 3,610 performance units and the 01/23/2014 grant of 5,480 performance units, plus in each case, the incremental addition of performance units credited to the original grant in amounts equal to dividend equivalents deemed earned on shares underlying such performance units, and the 01/22/2015 grant of 4,830 performance units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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