Talen Energy Corp Form 4 June 10, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Schinski James E.

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

5. Relationship of Reporting Person(s) to

(Last)

Talen Energy Corp [TLN]

(Check all applicable)

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

See Remarks

06/08/2015

C/O TALEN ENERGY CORPORATION, 835 HAMILTON

(Street)

(First)

STREET, SUITE 150

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

4. If Amendment, Date Original

X Form filed by One Reporting Person Form filed by More than One Reporting

ALLENTOWN, PA 18101

(City)	(State)	(Zip) Tabl	le I - Non-D	Derivative	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	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)
Common Stock	06/08/2015		A(1)	16,591	A	\$ 0	17,903	D	
Common Stock	06/08/2015		J(2)	7	D	\$ 18.94	0	I	See Footnote (2)

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 (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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 19	06/08/2015		A	64,305	(3)	06/08/2025	Common Stock	64,305

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Schinski James E.

C/O TALEN ENERGY CORPORATION 835 HAMILTON STREET, SUITE 150 ALLENTOWN, PA 18101

See Remarks

Signatures

/s/Thomas G. Douglass, as Attorney-in-Fact for James E. Schinski

06/10/2015

**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) Reflects a grant of restricted stock units that vests in full on June 8, 2018.
- Reflects shares of common stock of the Issuer held in the PPL Corporation Employee Stock Ownership Plan (the "PPL ESOP") as a result (2) of the spinoff of the Issuer from PPL Corporation. The reported sale reflects a mandatory disposition by the trustee of the PPL ESOP of the shares received in connection with the spinoff of the Issuer from PPL Corporation.
- (3) The options vest in three equal annual installments beginning on June 8, 2016.

Remarks:

Senior Vice President and Chief Administrative Officer

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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