

PPL Corp
Form 4
August 24, 2015

FORM 4

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

OMB APPROVAL

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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) (First) (Middle)

TWO NORTH NINTH STREET

(Street)

ALLENTOWN, PA 18101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PPL Corp [PPL]

3. Date of Earliest Transaction
(Month/Day/Year)
08/20/2015

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)
VP, Treas & Chief Risk Officer

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 (A) or (D) Price | | | |
| Common Stock | 08/20/2015 | | S ⁽¹⁾ | 965 D \$ 33.75 | 19.224 | D | |
| Common Stock | 08/20/2015 | | M ⁽¹⁾ | 5,632 A \$ 24.83 | 5,651.224 | D | |
| Common Stock | 08/20/2015 | | S ⁽¹⁾ | 5,632 D \$ 33.75 | 19.224 | D | |
| Common Stock | 08/20/2015 | | M ⁽¹⁾ | 15,258 A \$ 26.59 | 15,277.224 | D | |
| Common Stock | 08/20/2015 | | S ⁽¹⁾ | 15,258 D \$ 33.75 | 19.224 | D | |

| | | | |
|-----------------|-----------------------|---|---|
| Common Stock | 14,948 ⁽²⁾ | I | Held in trust pursuant to the Employee Stock Ownership Plan. |
|-----------------|-----------------------|---|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Options (Right to Buy) | \$ 24.83 | 08/20/2015 | | M ⁽¹⁾ | 5,632 | ⁽³⁾ | 06/03/2022 | Common Stock | 5,632 |
| Employee Stock Options (Right to Buy) | \$ 26.59 | 08/20/2015 | | M ⁽¹⁾ | 15,258 | ⁽⁴⁾ | 01/23/2023 | Common Stock | 15,258 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wilten Mark F TWO NORTH NINTH STREET ALLENTOWN, PA 18101 | | | VP, Treas & Chief Risk Officer | |

Signatures

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

08/24/2015

__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) This Form 4 report reflects the exercise of 20,890 options and sale of underlying shares, and the sale of previously vested performance units pursuant to a 10b5-1 plan, dated February 6, 2015.
 - (2) Total includes the reinvestment of dividends.
 - (3) Represents the exercise of 5,632 options from a total grant of 16,893 options. The 16,893 options vested in three annual installments on June 4, 2013, June 4, 2014 and June 4, 2015.
 - (4) Represents the exercise of 15,258 options from a total grant of 45,774 options. The 15,259 options that remain from the original grant vest on January 24, 2016.

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

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