

PPL Corp  
Form 4  
June 22, 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 \*  
**Breining Stephen K**

(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)  
**06/19/2015**

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)  
**Vice President & Controller**

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474  
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Unit (ICPKE)	<u>(1)</u>	06/19/2015	<u>J(2)</u>	196					<u>(3)</u>	<u>(3)</u>	Common Stock	196
Stock Unit (ICPKE)	<u>(1)</u>	06/19/2015	<u>J(2)</u>	193					<u>(4)</u>	<u>(4)</u>	Common Stock	193
Stock Unit (SIP)	<u>(5)</u>	06/19/2015	<u>J(2)</u>	196.567					<u>(6)</u>	<u>(6)</u>	Common Stock	196.567
Performance Stock Unit (SIP)	<u>(8)</u>	06/19/2015	<u>J(2)</u>	106.234					<u>(8)</u>	<u>(8)</u>	Common Stock	106.234
Performance Stock Unit (SIP)	<u>(9)</u>	06/19/2015	<u>J(2)</u>	231.478					<u>(9)</u>	<u>(9)</u>	Common Stock	231.478

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Breining Stephen K TWO NORTH NINTH STREET ALLENTOWN, PA 18101			Vice President & Controller	

## Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Stephen K. Breininger 06/22/2015

     \*\*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 Incentive Compensation Plan for Key Employees (ICPKE), a restricted stock unit converts to a share of common stock on the applicable vesting date.
- (2) Reflects adjustment to previously granted restricted stock units or performance units in respect of the June 1, 2015 spinoff of Talen Energy Corporation.
- (3) Additional restricted stock units granted vest on the same schedule as the previously granted restricted stock units for which the spinoff adjustment has been made. The units will vest on March 1, 2016.
- (4) Additional restricted stock units granted vest on the same schedule as the previously granted restricted stock units for which the spinoff adjustment has been made. The units will vest on March 1, 2017.
- (5) 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.

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(6) Additional restricted stock units granted vest on the same schedule as the previously granted restricted stock units for which the spinoff adjustment has been made. The units will vest on January 22, 2018.

(7) Total includes the reinvestment of dividends.

(8) 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 December 31, 2016. Determination of number of underlying securities that have been earned, if any, will be made by the Compensation, Governance and Nominating Committee in January 2017.

(9) 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 December 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.

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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