Dudkin Gregory N Form 4 May 17, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Dudkin Gregory N

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

PPL Corp [PPL]

(Check all applicable)

(Middle) (Last) (First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 03/05/2012

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

below)

below)

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

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response...

Estimated average

burden hours per

TWO NORTH NINTH STREET

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

President of a PPL Subsidiary

Applicable Line)

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

Person

ALLENTOWN, PA 18101

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Ownership (Instr. 4)

(A)

(Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4)

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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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 Derivative Securities Code

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)	(A Di (D (In	cquired A) or isposed D) nstr. 3, nd 5)	l of				
				Code V	J	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Unit (1)	<u>(2)</u>	03/05/2012		A	,	720		(2)	(2)	Common Stock	720
Performance Stock Unit (4)	<u>(2)</u>	04/02/2012		A	9	.191		(2)	(2)	Common Stock	9.191
Employee Stock Options (Right to Buy) (1)	\$ 28.56	03/05/2012		A	4	.,850		<u>(5)</u>	03/04/2022	Common Stock	4,850

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Dudkin Gregory N TWO NORTH NINTH STREET ALLENTOWN, PA 18101			President of a PPL Subsidiary					

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Gregory N.

Dudkin

05/17/2012

**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).
- Represents an award made on March 5, 2012 by the Compensation, Governance and Nominating Committee of the Board of Directors (1) under the Company's 2012 Stock Incentive Plan ("Plan"), subject to approval of the Plan by the Company's shareowners. Shareowners approved the Plan on May 16, 2012.
- No conversion or exercise price or exercise or expiration date applies. Under the terms of the Stock Incentive Plan, 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 12/31/2014.
- (3) Total includes the reinvestment of dividends.
- (4) Represents dividend equivalent payments credited to the Performance Units, calculated using the per share value of PPL Common Stock on the date of grant.
- (5) The options vest in three annual installments beginning on 03/05/2013.

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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