

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 *
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)
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)
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 06/19/2015 | | M | V Amount (A) or (D) Price \$ 30.82 | 3,204 | D | |
| Common Stock | 06/19/2015 | | F(1) | 713 D \$ 30.82 | 2,491 | D | |
| Common Stock | | | | | 14.766 (2) | I | Held in trust pursuant to the Employee Stock Ownership Plan. |

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

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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 Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|------------------|---|--|-----------------|
| | | | | | V | (A) | (D) | Date Exercisable | | | Expiration Date |
| Stock Unit (SIP) | (3) | 06/19/2015 | | J(4) | | 157.435 | | (5) | (5) | Common Stock | 157 |
| Stock Unit (SIP) | (3) | 06/19/2015 | | J(4) | | 291.791 | | (6) | (6) | Common Stock | 291 |
| Stock Unit (SIP) | (3) | 06/19/2015 | | J(4) | | 446.383 | | (7) | (7) | Common Stock | 446 |
| Stock Unit (SIP) | (3) | 06/19/2015 | | J(4) | | 365.896 | | (8) | (8) | Common Stock | 365 |
| Performance Stock Unit (SIP) | (9) | 06/19/2015 | | J(4) | | 301.857 | | (9) | (9) | Common Stock | 301 |
| Performance Stock Unit (SIP) | (10) | 06/19/2015 | | J(4) | | 436.626 | | (10) | (10) | Common Stock | 436 |
| Performance Stock Unit (SIP) | (11) | 06/19/2015 | | J(4) | | 368.564 | | (11) | (11) | Common Stock | 368 |
| Stock Unit (SIP) | \$ 0 | 06/19/2015 | | M | | 2,239 | | (12) | (12) | Common Stock | 2,239 |

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

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) Shares withheld by the company at the request of the executive officer to pay taxes due following expiration of the applicable restriction period, under the terms of the Stock Incentive Plan (SIP).
- (2) Total includes the reinvestment of dividends.
- (3) 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.
- (4) Reflects adjustment to previously granted restricted stock units or performance units in respect of the June 1, 2015 spinoff of Talen Energy Corporation.
- (5) Additional restricted stock units granted vested on the same schedule as the previously granted restricted stock units for which the spinoff adjustment has been made. The units vested on June 19, 2015.
- (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 24, 2016.
- (7) 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 23, 2017.
- (8) 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.
- (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, 2015. Determination of number of underlying securities that have been earned, if any, will be made by the Compensation, Governance and Nominating Committee in January 2016.
- (10) 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.
- (11) 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.
- (12) The units vested on June 19, 2015.

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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