PPL Corp Form 4 June 22, 2015

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Dudkin Gregory N Syr

(Middle)

Symbol PPL Corp [PPL]

(Check all applicable)

(Last) (First)

3. Date of Earliest Transaction

____ Director _____ 10% Owner

TWO NORTH NINTH STREET

(Street)

(State)

(Month/Day/Year) 06/19/2015

__X__ Officer (give title ____ Other (specify below)

9/2015

President of a PPL Subsidiary

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X 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

ALLENTOWN, PA 18101

(City)

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date 2. Transaction Date 2.

(Zip) Ta

2A. Deemed
Execution Date, if

(Month/Day/Year)

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)
(Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following 6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) Ownership (Instr. 4) 7. Nature of Indirect Downership (Instr. 4)

(A)

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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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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securitie** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	I	Acquired (A) Disposed of (I (Instr. 3, 4, an	D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Stock Unit (ICPKE)	<u>(1)</u>	06/19/2015		J(2)		1,131		(3)	(3)	Common Stock	1,1
Stock Unit (SIP)	<u>(4)</u>	06/19/2015		J(2)		1,075.587		<u>(5)</u>	(5)	Common Stock	1,075
Stock Unit (SIP)	<u>(4)</u>	06/19/2015		J(2)		1,022.933		<u>(7)</u>	<u>(7)</u>	Common Stock	1,022
Stock Unit (SIP)	<u>(4)</u>	06/19/2015		J(2)		853.981		<u>(8)</u>	(8)	Common Stock	853.
Performance Stock Unit (SIP)	<u>(9)</u>	06/19/2015		J(2)		673.164		<u>(9)</u>	<u>(9)</u>	Common Stock	673.
Performance Stock Unit (SIP)	(10)	06/19/2015		J(2)		998.651		(10)	(10)	Common Stock	998.
Performance Stock Unit (SIP)	<u>(11)</u>	06/19/2015		J(2)		860.096		(11)	(11)	Common Stock	860.

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting owner rune, runess	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

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)

Reporting Owners 2

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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 June 17, 2017.

- (4) 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.
- (5) 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.
- (6) Total includes the reinvestment of dividends.
- (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.
- 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.
- 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.
- 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. 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.