

PPL Corp
Form 4
January 28, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
FARR PAUL A

(Last) (First) (Middle)
TWO N. 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)
01/26/2015

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)
President of a PPL Subsidiary

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/26/2015		M		35,420	A	\$ 35.71
Common Stock	01/26/2015		F ⁽¹⁾		12,506	D	\$ 35.71
Common Stock	01/27/2015		S ⁽²⁾		22,914	D	\$ 35.721
Common Stock	01/27/2015		M		13,403	A	\$ 35.7
Common Stock	01/27/2015		F ⁽¹⁾		6,225	D	\$ 35.7

Common Stock	13,418 ⁽⁵⁾	I	As custodian for daughter under Uniform Gifts to Minor Act. Held in trust pursuant to the Employee Stock Ownership Plan.
Common Stock	140,463 ⁽⁵⁾	I	

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 (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	
						Date Exercisable	Expiration Date	Title	
						Code	V	(A)	(D)
Stock Unit (ICP)	\$ 0	01/26/2015		M	35,420	<u>(6)</u>	<u>(6)</u>	Common Stock	35,420
Performance Stock Unit (ICP)	\$ 0	01/27/2015		M	13,403	<u>(7)</u>	<u>(7)</u>	Common Stock	13,403

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

FARR PAUL A
TWO N. NINTH STREET
ALLENTOWN, PA 18101

President of a
PPL Subsidiary

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Paul
A. Farr

01/28/2015

__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 Incentive Compensation Plan (ICP).
- (2) Represents the sale of 22,914 shares of common stock pursuant to a 10b5-1 plan, dated November 11, 2014.
- (3) Represents the weighted average sales price for price increments ranging from \$35.510 to \$35.850.
- (4) The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- (5) Total includes the reinvestment of dividends.
- (6) The units vested on 01/26/2015.

- No conversion or exercise price or exercise or expiration date applies. Under the terms of the Incentive Compensation Plan (ICP), the underlying securities were earned (60%) based on the Company's performance relative to an industry peer group over a three-year performance period ending 12/31/2014. Determination of the percentage of the award earned was made by the Compensation, Governance and Nominating Committee on 01/22/2015 and calculation of the underlying shares to be delivered, net of withholding, was completed on 01/27/2015.
- (7)

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.