PPL Corp Form 4 January 28, 2015

## FORM 4

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

**OMB APPROVAL** OMB 3235-0287

Check this box if no longer subject to Section 16.

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

Number: January 31, Expires: 2005

Estimated average

Form 4 or 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

burden hours per 0.5 response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wilten Mark F			2. Issuer Name <b>and</b> Ticker or Trading     Symbol     PPL Corp [PPL]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
TWO NORTH NINTH STREET			(Month/Day/Year) 01/27/2015	Director 10% Owner _X Officer (give title Other (special below)  VP-Treasurer & Chief Risk Off.			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
ALLENTOWN, PA 18101				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-D	<b>D</b> erivative	Secur	ities Ac	quired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			Securities Or Beneficially For Owned (D Following In	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	01/27/2015		M	1,536	A	\$ 35.7	1,536	D	
Common Stock	01/27/2015		F(1)	571	D	\$ 35.7	965	D	
Common Stock							13.571 (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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SEC 1474 (9-02)

D S

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. Transactic Code (Instr. 8)	5. Number op f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Unit (SIP)	\$ 0	01/27/2015		M	1,536	<u>(3)</u>	(3)	Common Stock	1,536

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wilten Mark F TWO NORTH NINTH STREET ALLENTOWN, PA 18101

VP-Treasurer & Chief Risk Off.

### **Signatures**

/s/Frederick C. Paine, as Attorney-In-Fact for Mark F. Wilten

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 Stock Incentive Plan (SIP).
- (2) Total includes the reinvestment of dividends.
- (3) No conversion or exercise price or exercise or expiration date applies. Under the terms of the Stock Incentive Plan (SIP), 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

Reporting Owners 2

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01/27/2015.

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.