

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 *
Symons Robert A

(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)
Chief Exec 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | 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 Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 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) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------|------------------------------|------------------|-------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Stock Unit (ICPKE) | <u>(1)</u> | 06/19/2015 | <u>J(2)</u> | 924 | | | | | <u>(3)</u> | <u>(3)</u> | Common Stock | 924 |
| Stock Unit (SIP) | <u>(4)</u> | 06/19/2015 | <u>J(2)</u> | 968.826 | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 968.826 |
| Stock Unit (SIP) | <u>(4)</u> | 06/19/2015 | <u>J(2)</u> | 716.116 | | | | | <u>(7)</u> | <u>(7)</u> | Common Stock | 716.116 |
| Performance Stock Unit (ICPKE) | <u>(8)</u> | 06/19/2015 | <u>J(2)</u> | 618.309 | | | | | <u>(8)</u> | <u>(8)</u> | Common Stock | 618.309 |
| Performance Stock Unit (SIP) | <u>(9)</u> | 06/19/2015 | <u>J(2)</u> | 946.429 | | | | | <u>(9)</u> | <u>(9)</u> | Common Stock | 946.429 |
| Performance Stock Unit (SIP) | <u>(10)</u> | 06/19/2015 | <u>J(2)</u> | 721.342 | | | | | <u>(10)</u> | <u>(10)</u> | Common Stock | 721.342 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Symons Robert A TWO NORTH NINTH STREET ALLENTOWN, PA 18101 | | | Chief Exec of a PPL Subsidiary | |

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Robert A. Symons 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) 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.

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- (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 23, 2017.
- (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 22, 2018.
- (8) No conversion or exercise price or exercise or expiration date applies. Under the terms of the Incentive Compensation Plan for Key Employees (ICPKE), 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.
- (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, 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.
- (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, 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.