

PPL Corp
Form 4
June 17, 2015

FORM 4

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

OMB APPROVAL

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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 *
GREY ROBERT J

(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)
06/15/2015

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)
EVP and Chief Legal 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of 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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(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 |
|---------------------------------------|------------------------------|------------------|------------------|---|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Employee Stock Options (Right to Buy) | \$ 26.59 | 06/15/2015 | J ⁽¹⁾ | 12,683 | | | | | ⁽²⁾ | 01/23/2023 | Common Stock | 12,683 |
| Employee Stock Options (Right to Buy) | \$ 42.84 | 06/15/2015 | J ⁽¹⁾ | 3,318 | | | | | ⁽³⁾ | 01/23/2018 | Common Stock | 3,318 |
| Employee Stock Options (Right to Buy) | \$ 31.65 | 06/15/2015 | J ⁽¹⁾ | 6,192 | | | | | ⁽⁴⁾ | 01/24/2017 | Common Stock | 6,192 |
| Employee Stock Options (Right to Buy) | \$ 25.41 | 06/15/2015 | J ⁽¹⁾ | 7,588 | | | | | ⁽⁵⁾ | 01/25/2022 | Common Stock | 7,588 |
| Employee Stock Options (Right to Buy) | \$ 23.2 | 06/15/2015 | J ⁽¹⁾ | 7,610 | | | | | ⁽⁶⁾ | 01/26/2021 | Common Stock | 7,610 |
| Employee Stock Options (Right to Buy) | \$ 28.09 | 06/15/2015 | J ⁽¹⁾ | 4,562 | | | | | ⁽⁷⁾ | 01/20/2020 | Common Stock | 4,562 |
| Employee Stock Options (Right to Buy) | \$ 28.77 | 06/15/2015 | J ⁽¹⁾ | 4,972 | | | | | ⁽⁸⁾ | 01/21/2019 | Common Stock | 4,972 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GREY ROBERT J TWO N. NINTH STREET ALLENTOWN, PA 18101 | | | EVP and Chief Legal Officer | |

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Robert J. Grey 06/17/2015

__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) Reflects adjustment to previously granted stock options of the exercise price and number of options granted in respect of the June 1, 2015 spinoff of Talen Energy Corporation.
 - (2) Additional options granted vest on the same schedule as the previously granted options for which the spinoff adjustment has been made. 85,354 options from the total outstanding options have vested. The remaining 42,679 options vest on January 24, 2016.
 - (3) Additional options granted vest on the same schedule as the previously granted options for which the spinoff adjustment has been made. The total options previously granted vested in three annual installments on January 24, 2009, January 24, 2010 and January 24, 2011.
 - (4) Additional options granted vest on the same schedule as the previously granted options for which the spinoff adjustment has been made. The total options previously granted vested in three annual installments on January 25, 2008, January 25, 2009 and January 25, 2010.
 - (5) Additional options granted vest on the same schedule as the previously granted options for which the spinoff adjustment has been made. The total options previously granted vested in three annual installments on January 26, 2013, January 26, 2014 and January 26, 2015.
 - (6) Additional options granted vest on the same schedule as the previously granted options for which the spinoff adjustment has been made. The total options previously granted vested in three annual installments on January 27, 2012, January 27, 2013 and January 27, 2014.
 - (7) Additional options granted vest on the same schedule as the previously granted options for which the spinoff adjustment has been made. The total options previously granted vested in three annual installments on January 21, 2011, January 21, 2012 and January 21, 2013.
 - (8) Additional options granted vest on the same schedule as the previously granted options for which the spinoff adjustment has been made. The total options previously granted vested in three annual installments on January 22, 2010, January 22, 2011 and January 22, 2012.

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.