

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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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 \*  
**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 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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(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 <sup>(1)</sup>	12,683					<sup>(2)</sup>	01/23/2023	Common Stock	12,683
Employee Stock Options (Right to Buy)	\$ 42.84	06/15/2015	J <sup>(1)</sup>	3,318					<sup>(3)</sup>	01/23/2018	Common Stock	3,318
Employee Stock Options (Right to Buy)	\$ 31.65	06/15/2015	J <sup>(1)</sup>	6,192					<sup>(4)</sup>	01/24/2017	Common Stock	6,192
Employee Stock Options (Right to Buy)	\$ 25.41	06/15/2015	J <sup>(1)</sup>	7,588					<sup>(5)</sup>	01/25/2022	Common Stock	7,588
Employee Stock Options (Right to Buy)	\$ 23.2	06/15/2015	J <sup>(1)</sup>	7,610					<sup>(6)</sup>	01/26/2021	Common Stock	7,610
Employee Stock Options (Right to Buy)	\$ 28.09	06/15/2015	J <sup>(1)</sup>	4,562					<sup>(7)</sup>	01/20/2020	Common Stock	4,562
Employee Stock Options (Right to Buy)	\$ 28.77	06/15/2015	J <sup>(1)</sup>	4,972					<sup>(8)</sup>	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
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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.