PPL Corp
Form 4
June 22, 2015

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dudkin Gregory N

(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
__X__ Officer (give title below) _____ Other (specify below)
President of a PPL Subsidiary

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

(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	Amoun Numbe Shares
Stock Unit (ICPKE)	(1)	06/19/2015	J(2)		1,131		(3)	(3)	Common Stock	1,1
Stock Unit (SIP)	(4)	06/19/2015	J(2)		1,075.587		(5)	(5)	Common Stock	1,075
Stock Unit (SIP)	(4)	06/19/2015	J(2)		1,022.933		(7)	(7)	Common Stock	1,022
Stock Unit (SIP)	(4)	06/19/2015	J(2)		853.981		(8)	(8)	Common Stock	853.
Performance Stock Unit (SIP)	(9)	06/19/2015	J(2)		673.164		(9)	(9)	Common Stock	673.
Performance Stock Unit (SIP)	(10)	06/19/2015	J(2)		998.651		(10)	(10)	Common Stock	998.
Performance Stock Unit (SIP)	(11)	06/19/2015	J(2)		860.096		(11)	(11)	Common Stock	860.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dudkin Gregory N TWO NORTH NINTH STREET ALLENTOWN, PA 18101			President of a PPL Subsidiary	

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Gregory N. Dudkin	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 June 17, 2017.

(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 24, 2016.

(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 23, 2017.

(8) 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.

(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, 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.

(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, 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.

(11) 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.
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