

PPL Corp
Form 4
January 26, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Staffieri Victor 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)

01/22/2016

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 ____ Other (specify
below) 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)
Common Stock	01/22/2016		M	39,350.522	A \$ 34.01	39,350.522	D
Common Stock	01/22/2016		F ⁽¹⁾	15,509	D \$ 34.01	23,841.522	D
Common Stock	01/25/2016		M ⁽²⁾	81,426	A \$ 26.59	105,267.522	D
Common Stock	01/25/2016		S ⁽²⁾	105,267	D \$ 33.994 (3) (4)	0.522	D
Common Stock	01/25/2016		M	33,917	A \$ 33.23	33,917.522	D

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Common Stock 01/25/2016 F(1) 17,010 D \$ 33.23 16,907.522 D

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 (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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Unit (SIP)	\$ 0	01/22/2016		M	39,350.522 (5)	(6) (6)	Common Stock
Employee Stock Options (Right to Buy)	\$ 26.59	01/25/2016		M(2)	81,426	(7) 01/23/2023	Common Stock
Performance Stock Unit (SIP)	\$ 0	01/25/2016		M	33,917 (5)	(8) (8)	Common Stock

Reporting Owners

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

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Victor A. Staffieri

01/26/2016

__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) Represents the exercise of 81,426 stock options and sale of underlying shares, and the sale of 23,841 shares of common stock pursuant to a 10b5-1 plan, dated February 6, 2015.

The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

(4) Represents the weighted average sales price for price increments ranging from \$33.71 to \$34.17.

(5) Total includes the reinvestment of dividends.

(6) The contractual vesting of these units was to occur on 01/24/2016, but because that occurred on a weekend, the actual vesting occurred on 01/25/2016, valued as of the close of market on 01/22/2016.

(7) Represents the exercise of 81,426 stock options from a total grant of 228,147 options. The total grant of options vested in three installments on January 24, 2014, January 24, 2015 and January 24, 2016.

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 (142.86%) based on the Company's performance relative to an industry peer group over a three-year performance period ending 12/31/2015. Determination of the percentage of the award earned was made by the Compensation, Governance and Nominating Committee on 01/21/2016 and calculation of the underlying shares to be delivered, net of withholding, was completed on 01/25/2016.

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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