

PPL Corp
Form 4
January 26, 2016

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 *
Raphael Joanne H

(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
 Officer (give title below) _____ Other (specify below)
SVP, GC & Corp Sec

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 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 |
| Common Stock | 01/22/2016 | | M | | 8,732 | A | \$ 34.01 |
| Common Stock | 01/22/2016 | | F ⁽¹⁾ | | 2,907 | D | \$ 34.01 |
| Common Stock | 01/25/2016 | | S ⁽²⁾ | | 5,825 | D | \$ 33.98 |
| Common Stock | 01/25/2016 | | M | | 8,956 | A | \$ 33.23 |
| Common Stock | 01/25/2016 | | F ⁽¹⁾ | | 2,888 | D | \$ 33.23 |

Common
Stock

1,370.846 ⁽³⁾ I

Held in trust pursuant to the Employee Stock Ownership Plan.

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 (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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Unit (ICPKE) | \$ 0 | 01/22/2016 | | M | 8,732 | <u>(4)</u> <u>(4)</u> | Common Stock | 8,732 |
| Performance Stock Unit (ICPKE) | \$ 0 | 01/25/2016 | | M | 8,956 <u>(3)</u> | <u>(5)</u> <u>(5)</u> | Common Stock | 8,956 <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Raphael Joanne H TWO NORTH NINTH STREET ALLENTOWN, PA 18101 | | | SVP, GC & Corp Sec | |

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Joanne H. Raphael
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 Incentive Compensation Plan for Key Employees (ICPKE).

(2) Represents the sale of 5,825 shares of common stock pursuant to a 10b5-1 plan, dated August 24, 2015.

(3) Total includes the reinvestment of dividends.

(4) 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.

No conversion or exercise price or exercise or expiration date applies. Under the terms of the Incentive Compensation Plan for Key Employees (ICPKE), 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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