PPL Corp
Form 4
January 28, 2015

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 *
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)
01/26/2015

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			
Common Stock	01/26/2015		M		36,790	A	$ 35.71	36,790	D	
Common Stock	01/26/2015		F (1)		14,461	D	$ 35.71	22,329	D	
Common Stock	01/26/2015		M (2)		73,360	A	$ 29.51	95,689	D	
Common Stock	01/26/2015		M (2)		45,350	A	$ 28.2	141,039	D	
Common Stock	01/26/2015		S (2)		118,710	D	$ 35.514 (3) (4)	22,329	D	

Common Stock	01/27/2015		S(5)		22,329	D	$ 35.721 (4) (6)	0	D	
Common Stock	01/27/2015		M		13,921	A	$ 35.7	13,921	D	
Common Stock	01/27/2015		F(1)		6,982	D	$ 35.7	6,939	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Stock Unit (ICP)	$ 0	01/26/2015		M			36,790	(7)	(7)	Common Stock	36,79
Employee Stock Options (Right to Buy)	$ 29.51	01/26/2015		M(2)			73,360	(8)	01/23/2023	Common Stock	73,36
Employee Stock Options (Right to Buy)	$ 28.2	01/26/2015		M(2)			45,350	(9)	01/25/2022	Common Stock	45,35
Performance Stock Unit (ICP)	$ 0	01/27/2015		M			13,921	(10)	(10)	Common Stock	13,92

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	01/28/2015
**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) 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 (ICP).

(2) Represents the exercise of 118,710 stock options and sale of underlying shares pursuant to a 10b5-1 plan, dated February 25, 2014.

(3) Represents the weighted average sales price for price increments ranging from $35.330 to $35.645.

(4) 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.

(5) Represents the sale of 22,329 shares of common stock pursuant to a 10b5-1 plan, dated February 25, 2014.

(6) Represents the weighted average sales price for price increments ranging from $35.510 to $35.855.

(7) The units vested on 01/26/2015.

(8) Represents the exercise of 73,360 stock options from a total grant of 220,080 stock options. 73,360 stock options from this grant were exercised on April 14, 2014. The remaining 73,360 stock options vest on January 24, 2016.

(9) Represents the exercise of 45,350 stock options from a total grant of 136,050 stock options. The total grant of options vested in three installments on January 26, 2013, January 26, 2014 and January 26, 2015.

(10) No conversion or exercise price or exercise or expiration date applies. Under the terms of the Incentive Compensation Plan (ICP), the underlying securities were earned (60%) based on the Company's performance relative to an industry peer group over a three-year performance period ending 12/31/2014. Determination of the percentage of the award earned was made by the Compensation, Governance and Nominating Committee on 01/22/2015 and calculation of the underlying shares to be delivered, net of withholding, was completed on 01/27/2015.

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.