PPL Corp Form 4 February 22, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SPENCE WILLIAM H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PPL Corp [PPL]

(Check all applicable)

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

(Instr. 8)

Director 10% Owner X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(Instr. 4)

TWO NORTH NINTH STREET 02/17/2017

below) below) Chairman, President and CEO

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ALLENTOWN, PA 18101

(State)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

Security

or Exercise

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

any

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(Month/Day/Year)

SEC 1474 (9-02)

(Instr. 3 and 4)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code

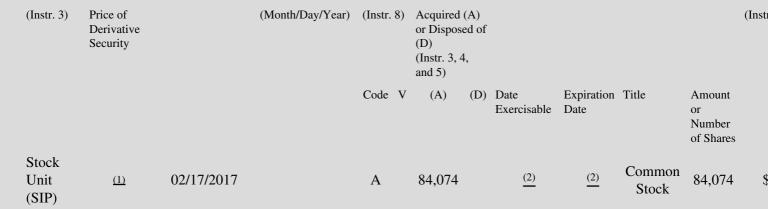
Securities

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities**

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SPENCE WILLIAM H TWO NORTH NINTH STREET ALLENTOWN, PA 18101

Chairman, President and CEO

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for William H. Spence

02/22/2017

**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 Stock Incentive Plan (SIP), a restricted stock unit converts to a share of common stock on the applicable vesting date.
- (2) The units will vest on 02/17/2020.
 - As of 02/22/2017, total restricted stock units beneficially owned is 303,950.239. This total includes the 01/22/2015 grant of 99,439.301 restricted stock units, 01/21/2016 grant of 90,208.938 restricted stock units and the 01/26/2017 grant of 30,228 restricted stock units, plus
- (3) in the case of the 01/22/2015 and 01/21/2016 grants, the incremental addition of restricted stock units credited to the original grant in amounts equal to dividend equivalents deemed earned on shares underlying such restricted stock units, and the 02/17/2017 grant of 84,074 restricted stock units.

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.

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