

Dudkin Gregory N  
Form 4  
January 25, 2019

**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 \*  
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)

01/24/2019

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of Derivative<br>Securities Acquired (A)<br>or Disposed of (D) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and A<br>Underlying Se<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|--------------------------------------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|--------------------------------------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------|

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| (Instr. 3)                         | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)<br>Code | (Instr. 3, 4, and 5)<br>V (A) (D) | Date<br>Exercisable | Expiration<br>Date | Title           |
|------------------------------------|------------------------------------|------------------|--------------------|-----------------------------------|---------------------|--------------------|-----------------|
| Stock Unit<br>(SIP)                | <u>(1)</u>                         | 01/24/2019       | A                  | 6,901                             | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock |
| Performance<br>Stock Unit<br>(SIP) | <u>(4)</u>                         | 01/24/2019       | A                  | 13,802                            | <u>(4)</u>          | <u>(4)</u>         | Common<br>Stock |
| Performance<br>Stock Unit<br>(SIP) | <u>(6)</u>                         | 01/24/2019       | A                  | 13,802                            | <u>(6)</u>          | <u>(6)</u>         | Common<br>Stock |
| Performance<br>Stock Unit<br>(SIP) | <u>(7)</u>                         | 01/24/2019       | J <u>(8)</u>       | 18,331.961<br><u>(9)</u>          | <u>(7)</u>          | <u>(7)</u>         | Common<br>Stock |

## Reporting Owners

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

## Signatures

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

01/25/2019

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 01/24/2022.
- (3) As of 01/25/2019, total restricted stock units beneficially owned is 36,334.382. This total includes the 01/26/2017 grant of 6,081.68 restricted stock units, the 02/17/2017 grant of 16,915.194 restricted stock units, and the 01/25/2018 grant of 6,436.508, plus in each case, 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 01/24/2019 grant of 6,901 restricted stock units.
- (4) 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 12/31/2021. Determination of number of underlying securities that have been earned, if any, will be made by the Compensation, Governance and Nominating Committee in January 2022.
- (5) As of 01/25/2019, total performance units beneficially owned is 77,676.756. This total includes the 01/26/2017 grants of 18,245.042 and 6,081.68 performance units, and the 01/25/2018 grants of 12,873.017 and 12,873.017 performance units, plus in each case, the incremental addition of performance units credited to the original grant in amounts equal to dividend equivalents deemed earned on

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shares underlying such performance units, and the 01/24/2019 grants of 13,802 and 13,802 performance units.

- (6) 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 return on equity over a three-year performance period ending December 31, 2021. Determination of number of underlying securities that have been earned, if any, will be made by the Compensation, Governance and Nominating Committee in January 2022.
- (7) No conversion or exercise price or exercise or expiration date applies.
- (8) Represents 0% payout of performance units granted in 2016 due to Company performance below minimum "total shareholder return" threshold at expiration of three-year performance period.
- (9) Total includes the reinvestment of dividends.

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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