

PPL Corp  
 Form 4  
 February 04, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
**Gabbard Robert D**

(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)  
**02/03/2015**

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)  
 President of a PPL subsidiary

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                    | 02/03/2015                           |  | M <sup>(1)</sup>               |   | 18,477  | A  | \$ 25.74  | 72,421  | D |
| Common Stock                    | 02/03/2015                           |  | M <sup>(1)</sup>               |   | 36,800  | A  | \$ 28.2   | 109,221 | D |
| Common Stock                    | 02/03/2015                           |  | M <sup>(1)</sup>               |   | 35,030  | A  | \$ 31.93  | 144,251 | D |
| Common Stock                    | 02/03/2015                           |  | M <sup>(1)</sup>               |   | 32,140  | A  | \$ 31.17  | 176,391 | D |
| Common Stock                    | 02/03/2015                           |  | M <sup>(1)</sup>               |   | 62,013  | A  | \$ 29.51  | 238,404 | D |

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|              |            |  |                  |         |   |                                       |                   |   |  |
|--------------|------------|--|------------------|---------|---|---------------------------------------|-------------------|---|--|
| Common Stock | 02/03/2015 |  | S <sup>(1)</sup> | 184,460 | D | \$<br>36.002<br><u>(2)</u> <u>(3)</u> | 53,944            | D |  |
| Common Stock |            |  |                  |         |   |                                       | 80.031 <u>(4)</u> | 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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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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Employee Stock Options (Right to Buy)      | \$ 25.74   | 02/03/2015                           |  | M <sup>(1)</sup>               | 18,477  | <u>(5)</u> 01/26/2021                                    | Common Stock  | 18,477                     |
| Employee Stock Options (Right to Buy)      | \$ 28.2  | 02/03/2015                           |  | M <sup>(1)</sup>               | 36,800  | <u>(6)</u> 01/25/2022                                    | Common Stock  | 36,800                     |
| Employee Stock Options (Right to Buy)      | \$ 31.93   | 02/03/2015                           |  | M <sup>(1)</sup>               | 35,030  | <u>(7)</u> 01/21/2019                                    | Common Stock  | 35,030                     |
|  | \$ 31.17   | 02/03/2015                           |  | M <sup>(1)</sup>               | 32,140  | <u>(8)</u> 01/20/2020                                    |   | 32,140                     |

|   |          |            |  |                  |        |            |            |                 |        |
|---|----------|------------|--|------------------|--------|------------|------------|-----------------|--------|
| Employee<br>Stock<br>Options<br>(Right to<br>Buy) |          |            |  |                  |        |            |            | Common<br>Stock |        |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy) | \$ 29.51 | 02/03/2015 |  | M <sup>(1)</sup> | 62,013 | <u>(9)</u> | 01/23/2023 | Common<br>Stock | 62,013 |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Gabbard Robert D<br>TWO NORTH NINTH STREET<br>ALLENTOWN, PA 18101 |               |           | President of a PPL subsidiary |       |

## Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Robert D.  
Gabbard

02/04/2015

\*\*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) This Form 4 report reflects the exercise of 184,460 stock options and sale of underlying shares pursuant to a 10b5-1 plan, dated December 12, 2014.
- (2) Represents the weighted average sales price for price increments ranging from \$36.000 to \$36.010.
- (3) 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) Total includes the reinvestment of dividends.
- (5) Represents the exercise of 18,477 stock options from a total grant of 55,430 options. The total grant of options vested in three installments on January 27, 2012, January 27, 2013 and January 27, 2014.
- (6) Represents the exercise of 36,800 stock options from a total grant of 55,200 options. The total grant of options vested in three equal installments on January 26, 2013, January 26, 2014 and January 26, 2015.
- (7) Represents the exercise of a total grant of 35,030 stock options. The total grant of options vested in three installments on January 22, 2010, January 22, 2011 and January 22, 2012.
- (8) Represents the exercise of a total grant of 32,140 stock options. The total grant of options vested in three installments on January 21, 2011, January 21, 2012 and January 21, 2013.
- (9) Represents the exercise of 62,013 stock options from a total grant of 93,020 options. The remaining 31,007 options vest on January 24, 2016.

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.