

PPL Corp
 Form 4
 February 25, 2014

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 *
GREY ROBERT J

(Last) (First) (Middle)
TWO N. 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)
02/21/2014

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)
EVP, General Counsel & 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)
Common Stock	02/21/2014		M ⁽¹⁾	10,800 A	\$ 26.66 11,315	D	
Common Stock	02/21/2014		S ⁽¹⁾	10,800 D	\$ 32.009 515 (2) (3)	D	
Common Stock	02/24/2014		M ⁽¹⁾	55,300 A	\$ 26.66 55,815	D	
Common Stock	02/24/2014		S ⁽¹⁾	55,300 D	\$ 32.071 515 (3) (4)	D	
					391.043 ⁽⁵⁾	I	

Common
Stock

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.

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 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)	\$ 26.66	02/21/2014		M ⁽¹⁾	10,800	<u>(6)</u> 01/26/2015	Common Stock	10,800
Employee Stock Options (Right to Buy)	\$ 26.66	02/24/2014		M ⁽¹⁾	55,300	<u>(6)</u> 01/26/2015	Common Stock	55,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREY ROBERT J TWO N. NINTH STREET ALLENTOWN, PA 18101			EVP, General Counsel & Sec.	

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Robert J.
Grey

02/25/2014

__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 66,100 stock options and sale of underlying shares pursuant to a 10b5-1 plan, November 25, 2013.
- (2) Represents the weighted average sales price for price increments ranging from \$32.000 to \$32.040.
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.
- (3) 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) Represents the weighted average sales price for price increments ranging from \$32.000 to \$32.140.
- (5) Total includes the reinvestment of dividends.
- (6) The total grant of 66,100 options vested in three installments on January 27, 2006, January 27, 2007 and January 27, 2008.

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.