

Raphael Joanne H
Form 4
January 29, 2018

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

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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 *
Raphael Joanne H

(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)
01/25/2018

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)
SVP, GC & Corp 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 | 01/26/2018 | | M | V Amount (A) or (D) Price | \$ 2,094 A 32.27 | 18,893 | D |
| Common Stock | 01/26/2018 | | F ⁽¹⁾ | 607 D | \$ 32.27 | 18,286 | D |
| Common Stock | 01/26/2018 | | M | 1,011 A | \$ 32.27 | 19,297 | D |
| Common Stock | 01/26/2018 | | F ⁽¹⁾ | 293 D | \$ 32.27 | 19,004 | D |
| Common Stock | | | | | 1,494.14 ⁽²⁾ | 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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|---------------------|-----|--|--|----------------------------|
| | | | | | V | (A) | (D) | | | |
| Stock Unit (SIP) | <u>(3)</u> | 01/25/2018 | | A | | 5,690 | | <u>(4)</u> <u>(4)</u> | Common Stock | 5,690 |
| Performance Stock Unit (SIP) | <u>(6)</u> | 01/25/2018 | | A | | 11,379 | | <u>(6)</u> <u>(6)</u> | Common Stock | 11,379 |
| Performance Stock Unit (SIP) | <u>(8)</u> | 01/25/2018 | | A | | 11,379 | | <u>(8)</u> <u>(8)</u> | Common Stock | 11,379 |
| Performance Stock Unit (ICPKE) | \$ 0 | 01/26/2018 | | M | | 2,094 <u>(2)</u> | | <u>(9)</u> <u>(9)</u> | Common Stock | 2,094 <u>(2)</u> |
| Performance Stock Unit (ICPKE) | \$ 0 | 01/26/2018 | | M | | 1,011 <u>(2)</u> | | <u>(9)</u> <u>(9)</u> | Common Stock | 1,011 <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Raphael Joanne H TWO NORTH NINTH STREET ALLENTOWN, PA 18101 | | | SVP, GC & Corp Sec | |

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Joanne H.
Raphael

01/29/2018

__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 for Key Employees (ICPKE).
- (2) Total includes the reinvestment of dividends.
- (3) 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.
- (4) The units will vest on 01/25/2021.

(5) As of 01/29/2018, total restricted stock units beneficially owned is 35,112.929. This total includes the 01/21/2016 grant of 11,855.073 restricted stock units, the 01/26/2017 grant of 4,755.13 restricted stock units, and the 02/17/2017 grant of 12,812.726 restricted stock units, 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 01/25/2018 grant of 5,690 restricted stock 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 performance relative to an industry peer group over a three-year performance period ending 12/31/2020. Determination of number of underlying securities that have been earned, if any, will be made by the Compensation, Governance and Nominating Committee in January 2021.

(7) As of 01/29/2018, total performance units beneficially owned is 56,270.599. This total includes the 01/21/2016 grant of 14,492.076 performance units, and the 01/26/2017 grants of 14,265.393 and 4,755.13 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 shares underlying such performance units, and the 01/25/2018 grants of 11,379 and 11,379 performance units.

(8) 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, 2020. Determination of number of underlying securities that have been earned, if any, will be made by the Compensation, Governance and Nominating Committee in January 2021.

(9) No conversion or exercise price or exercise or expiration date applies. Under the terms of the Incentive Compensation Plan for Key Employees (ICPKE), the underlying securities were earned (25%) based on the Company's performance relative to an industry peer group over a three-year performance period ending 12/31/2017. Determination of the percentage of the award earned was made by the Compensation, Governance and Nominating Committee on 01/25/2018 and calculation of the underlying shares to be delivered, net of withholding, was completed on 01/26/2018.

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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