

PPL CORP
Form 4
January 30, 2008

FORM 4

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

OMB APPROVAL

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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 *
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)
01/24/2008

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)
Sr. VP, 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/28/2008 | | M | 16,460 A \$ 46.59 | 17,494.654 (1) | D | |
| Common Stock | 01/28/2008 | | F(2) | 5,110 D \$ 46.59 | 12,384.654 (1) | D | |
| Common Stock | 01/28/2008 | | S(3) | 100 D \$ 47.2 | 12,284.654 (1) | D | |
| Common Stock | 01/28/2008 | | S(3) | 500 D \$ 47.21 | 11,784.654 (1) | D | |
| Common Stock | 01/28/2008 | | S(3) | 935 D \$ 47.22 | 10,849.654 (1) | D | |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|--------------------------|---|
| Common Stock | 01/28/2008 | S ⁽³⁾ | 565 | D | \$ 47.23 | 10,284.654 <u>(1)</u> | D |
| Common Stock | 01/28/2008 | S ⁽³⁾ | 100 | D | \$ 47.235 | 10,184.654 <u>(1)</u> | D |
| Common Stock | 01/28/2008 | S ⁽³⁾ | 350 | D | \$ 47.24 | 9,834.654 <u>(1)</u> | D |
| Common Stock | 01/28/2008 | S ⁽³⁾ | 1,100 | D | \$ 47.25 | 8,734.654 <u>(1)</u> | D |
| Common Stock | 01/28/2008 | S ⁽³⁾ | 1,400 | D | \$ 47.26 | 7,334.654 <u>(1)</u> | D |
| Common Stock | 01/28/2008 | S ⁽³⁾ | 1,900 | D | \$ 47.27 | 5,434.654 <u>(1)</u> | D |
| Common Stock | 01/28/2008 | S ⁽³⁾ | 1,500 | D | \$ 47.28 | 3,934.654 <u>(1)</u> | D |
| Common Stock | 01/28/2008 | S ⁽³⁾ | 1,300 | D | \$ 47.29 | 2,634.654 <u>(1)</u> | D |
| Common Stock | 01/28/2008 | S ⁽³⁾ | 500 | D | \$ 47.31 | 2,134.654 <u>(1)</u> | D |
| Common Stock | 01/28/2008 | S ⁽³⁾ | 300 | D | \$ 47.32 | 1,834.654 <u>(1)</u> | D |
| Common Stock | 01/28/2008 | S ⁽³⁾ | 600 | D | \$ 47.33 | 1,234.654 <u>(1)</u> | D |
| Common Stock | 01/28/2008 | S ⁽³⁾ | 200 | D | \$ 47.335 | 1,034.654 <u>(1)</u> | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|--------------------|---|--|
| Common Stock | | | | | | 188.688 <u>(1)</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.

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.

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

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or (D) | (A) or (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|------------------------------|------------------|------------|------------|------------|------------------|-----------------|--------------|----------------------------|
| Employee Stock Options (Right to Buy) | \$ 47.55 | 01/24/2008 | A | 30,180 | (4) | 01/23/2018 | | Common Stock | 30,180 |
| Stock Unit (ICP) | (5) | 01/24/2008 | A | 10,220 | (6) | (6) | | Common Stock | 10,220 |
| Stock Unit (ICP - Cash Incentive Premium Exchange Program) (7) | (5) | 01/24/2008 | A | 10,840 | (6) | (6) | | Common Stock | 10,840 |
| Stock Unit (ICP) | \$ 46.59 | 01/28/2008 | M | 16,460 | (8) | (8) | | Common Stock | 16,460 |

Reporting Owners

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

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Robert J. Grey
 **Signature of Reporting Person
 01/30/2008
 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) Total includes reinvestment of dividends under Dividend Reinvestment Plan, Employee Stock Ownership Plan or Incentive Compensation Plan, as applicable.
- (2) 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 (ICP).
- (3) This Form 4 report reflects the sale of shares pursuant to a 10b5-1 plan, dated December 6, 2007.

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- (4) The options vest in three equal annual installments beginning on 01/24/2009.
- (5) No conversion or exercise price applies. Under the terms of the Incentive Compensation Plan (ICP), a restricted stock unit converts to a share of common stock on the applicable vesting date.
- (6) The units will vest on 01/24/2011.
These restricted stock units were granted in connection with the Cash Incentive Premium Exchange Program under the Incentive Compensation Plan (ICP). Pursuant to this program, an executive officer may elect to exchange all or any portion of his cash incentive compensation for restricted stock units equal in value at the time of the grant to 140% of the cash so exchanged.
- (8) The units vested on 01/27/2008.

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