

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**  
SEC Accession No. [0001209191-13-004592](#)

([HTML Version](#) on [secdatabase.com](#))

### ISSUER

#### **PPL Corp**

CIK:[922224](#) | IRS No.: **232758192** | Fiscal Year End: **1231**  
SIC: **4911** Electric services

#### Mailing Address

*TWO N NINTH ST  
ALLENTOWN PA 18101-1179*

#### Business Address

*TWO N NINTH ST  
ALLENTOWN PA 18101-1179  
610-774-5151*

### REPORTING OWNER

#### **SPENCE WILLIAM H**

CIK:[1181274](#)  
Type: **4** | Act: **34** | File No.: [001-11459](#) | Film No.: **13550796**

#### Mailing Address

*UNIVERSITY OFFICE PLAZA  
252 CHAPMAN RD., PO BOX  
6066  
NEWARK DE 19714-0066*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>SPENCE WILLIAM H</b>			2. Issuer Name and Ticker or Trading Symbol <b>PPL Corp [PPL]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman, President and CEO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/24/2013</b>			
TWO N. NINTH STREET						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
ALLENTOWN, PA 18101						
(City)	(State)	(Zip)				

**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)			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options (Right to Buy)	\$29.51	01/24/2013		A		700,000		(1)	01/23/2023	Common Stock	700,000	\$ 0	1,661,640	D	
Stock Unit (SIP)	(2)	01/24/2013		A		90,810		(3)	(3)	Common Stock	90,810	\$ 0	180,960	D	
Performance Stock Unit (SIP)	(4)	01/24/2013		A		61,200		(4)	(4)	Common Stock	61,200	\$ 0	149,492.558 (5)	D	
Performance Stock Unit (ICP)	(6)	01/24/2013		J (7)		12,334.524		(6)	(6)	Common Stock	12,334.524	\$ 0	137,158.034 (5)	D	

**Explanation of Responses:**

- The options vest in three annual installments beginning on 01/24/2014.
- 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.
- The units will vest on 01/24/2016.
- 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 12/31/2015.
- Total includes the reinvestment of dividends.
- No conversion or exercise price or exercise or expiration date applies.

7. Represents forfeiture of performance units granted in 2010 due to Company performance below minimum "total shareowner return" threshold at expiration of three-year performance period.

**Signatures**

/s/Frederick C. Paine, as Attorney-In-Fact for William H. Spence

\*\* Signature of Reporting Person

01/28/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**