

# 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**  
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### REPORTING OWNER

**GREY ROBERT J**

CIK: [1221369](#)

Type: **4** | Act: **34** | File No.: [001-11459](#) | Film No.: **13550863**

Mailing Address

*TWO N NINTH ST*

*ALLENTOWN PA 18101*

### 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*

# 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

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### 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>GREY ROBERT J</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>EVP, General Counsel &amp; Sec.</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/24/2013</b>			
TWO N. NINTH 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	
(Street)						
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)	Price			

**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		115,350		(1)	01/23/2023	Common Stock	115,350	\$ 0	622,070	D	
Stock Unit (SIP)	(2)	01/24/2013		A		16,720		(3)	(3)	Common Stock	16,720	\$ 0	49,870	D	
Performance Stock Unit (SIP)	(4)	01/24/2013		A		10,090		(4)	(4)	Common Stock	10,090	\$ 0	31,929.941 (5)	D	
Performance Stock Unit (ICP)	(6)	01/24/2013		J (Z)		5,089.883		(6)	(6)	Common Stock	5,089.883	\$ 0	26,840.058 (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.

5. Total includes the reinvestment of dividends.
6. 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 Robert J. Grey

\*\* 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.**