

# 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. [0001209191-13-004602](#)

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### REPORTING OWNER

**Dudkin Gregory N**

CIK: [1467343](#)

Type: **4** | Act: **34** | File No.: [001-11459](#) | Film No.: **13550914**

Mailing Address

*TWO NORTH NINTH STREET  
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	
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>Dudkin Gregory N</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) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President of a PPL Subsidiary</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/24/2013</b>					
TWO NORTH 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 ____ 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)	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		92,170		(1)	01/23/2023	Common Stock	92,170	\$ 0	224,710	D	
Stock Unit (SIP)	(2)	01/24/2013		A		12,880		(3)	(3)	Common Stock	12,880	\$ 0	48,590	D	
Performance Unit (SIP)	(4)	01/24/2013		A		8,060		(4)	(4)	Common Stock	8,060	\$ 0	22,440.143 (5)	D	
Performance Unit (ICPKE)	(6)	01/24/2013		J (7)		3,156.425		(6)	(6)	Common Stock	3,156.425	\$ 0	19,283.718 (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 Gregory N. Dudkin

\*\* 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.

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