

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2013-01-21**
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REPORTING OWNER

GREY ROBERT J

CIK: [1221369](#)

Type: **4** | Act: **34** | File No.: [001-11459](#) | Film No.: **13542423**

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 GREY ROBERT J | | | 2. Issuer Name and Ticker or Trading Symbol PPL Corp [PPL] | | 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) EVP, General Counsel & Sec. | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/21/2013 | | | |
| 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 ____ 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 | | | |
| Common Stock | 01/21/2013 | | M | | 9,900 | A | \$29.38 | 10,415 | D | |
| Common Stock | 01/21/2013 | | F ⁽¹⁾ | | 3,271 | D | \$29.38 | 7,144 | D | |
| Common Stock | 01/22/2013 | | S ⁽²⁾ | | 6,629 | D | \$29.3327 ^{(3) (4)} | 515 | D | |
| Common Stock | | | | | | | | 345.947 ⁽⁵⁾ | I | Held in trust pursuant to the Employee Stock Ownership Plan. |

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) | | | | | |

| | | | | | | | | | | | | | | |
|------------------|------|------------|--|----------|--|-------|-----|-----|--------------|-------|------|--------|---|--|
| Stock Unit (ICP) | \$ 0 | 01/21/2013 | | <u>M</u> | | 9,900 | (6) | (6) | Common Stock | 9,900 | \$ 0 | 33,150 | D | |
|------------------|------|------------|--|----------|--|-------|-----|-----|--------------|-------|------|--------|---|--|

Explanation of Responses:

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 (ICP).
2. This Form 4 report reflects the sale of 6,629 shares of common stock pursuant to a 10b5-1 plan, dated May 21, 2012.
3. Represents the weighted average sales price for price increments ranging from \$29.230 to \$29.460.
4. The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
5. Total includes the reinvestment of dividends.
6. The units vested on 01/21/2013.

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Robert J. Grey

** Signature of Reporting Person

01/23/2013

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.