

SPENCE WILLIAM H
Form 4
January 29, 2018

FORM 4

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

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SPENCE WILLIAM H

(Last) (First) (Middle)

TWO NORTH 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)

01/25/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	01/26/2018		M		26,174	A	\$ 32.27	91,629.379 <u>(1)</u>	D	
Common Stock	01/26/2018		F ⁽²⁾		11,454	D	\$ 32.27	80,175.379 <u>(1)</u>	D	
Common Stock								129.461 <u>(1)</u>	I	Held in trust pursuant to the Employee Stock Ownership Plan.

Common Stock	12,824	I	Held in trust for benefit of Mr. Spence's wife.
Common Stock	28,261.987	I	By Grantor Retained Annuity Trust

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

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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 (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 Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Unit (SIP)	(3)	01/25/2018		A		33,038		(4)	(4)	Common Stock	33,038
Performance Stock Unit (SIP)	(6)	01/25/2018		A		66,076		(6)	(6)	Common Stock	66,076
Performance Stock Unit (SIP)	(8)	01/25/2018		A		66,076		(8)	(8)	Common Stock	66,076
Performance Stock Unit (SIP)	\$ 0	01/26/2018		M		26,174 (1)		(9)	(9)	Common Stock	26,174 (1)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Chairman, President and CEO

SPENCE WILLIAM H
TWO NORTH NINTH STREET
ALLENTOWN, PA 18101

Signatures

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

01/29/2018

__Signature of Reporting Person

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 the reinvestment of dividends.

(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 Stock Incentive Plan (SIP).

(3) 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.

(4) The units will vest on 01/25/2021.

(5) As of 01/29/2018, total restricted stock units beneficially owned is 246,769.043. This total includes the 01/21/2016 grant of 94,275.888 restricted stock units, the 01/26/2017 grant of 31,590.79 restricted stock units, and the 02/17/2017 grant of 87,864.365 restricted stock units, plus in each case, the incremental addition of restricted stock units credited to the original grant in amounts equal to dividend equivalents deemed earned on shares underlying such restricted stock units, and the 01/25/2018 grant of 33,038 restricted stock units.

(6) 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 12/31/2020. Determination of number of underlying securities that have been earned, if any, will be made by the Compensation, Governance and Nominating Committee in January 2021.

(7) As of 01/29/2018, total performance units beneficially owned is 358,381.28. This total includes the 01/21/2016 grant of 99,868.211 performance units, and the 01/26/2017 grants of 94,770.279 and 31,590.79 performance units, plus in each case, the incremental addition of performance units credited to the original grant in amounts equal to dividend equivalents deemed earned on shares underlying such performance units, and the 01/25/2018 grants of 66,076 and 66,076 performance units.

(8) 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 return on equity over a three-year performance period ending December 31, 2020. Determination of number of underlying securities that have been earned, if any, will be made by the Compensation, Governance and Nominating Committee in January 2021.

(9) No conversion or exercise price or exercise or expiration date applies. Under the terms of the Stock Incentive Plan (SIP), the underlying securities were earned (25%) based on the Company's performance relative to an industry peer group over a three-year performance period ending 12/31/2017. Determination of the percentage of the award earned was made by the Compensation, Governance and Nominating Committee on 01/25/2018 and calculation of the underlying shares to be delivered, net of withholding, was completed on 01/26/2018.

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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