

GREY ROBERT J
Form 4
April 16, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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)

(Last) (First) (Middle)
TWO N. NINTH STREET

3. Date of Earliest Transaction (Month/Day/Year)
04/15/2013

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

EVP, General Counsel & Sec.

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 |
| Common Stock | 04/15/2013 | | M ⁽¹⁾ | | 63,760 | A | \$ 22.59 |
| Common Stock | 04/15/2013 | | S ⁽¹⁾ | | 63,760 | D | \$ 31.7148 |
| Common Stock | | | | | | | 377.057 ⁽⁴⁾ |
| | | | | | | I | Held in trust pursuant to the Employee Stock Ownership |

Plan.

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

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 control number.

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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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options (Right to Buy) | \$ 22.59 | 04/15/2013 | | M ⁽¹⁾ | 63,760 | <u>(5)</u> / <u>(5)</u> | Common Stock | 63,760 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GREY ROBERT J TWO N. NINTH STREET ALLENTOWN, PA 18101 | | | EVP, General Counsel & Sec. | |

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Robert J. Grey 04/16/2013

**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) This Form 4 report reflects the exercise of 63,760 stock options and sale of underlying shares pursuant to a 10b5-1 plan dated March 12, 2013.
- (2) Represents the weighted average sales price for price increments ranging from \$31.645 to \$31.800.

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- The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security
- (3) holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
 - (4) Total includes the reinvestment of dividends.
 - (5) The total grant of 63,760 options vested in three installments on January 22, 2005, January 22, 2006 and January 22, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.