

Breininger Stephen K
 Form 4
 January 29, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Breininger Stephen K

(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 below) ___ Other (specify below)

Vice President & Controller

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 01/26/2018 | | M | V Amount (A) or (D) Price 931 A \$ 32.27 | 12,266.006 | D | |
| Common Stock | 01/26/2018 | | F(1) | 273 D \$ 32.27 | 11,993.006 | D | |
| Common Stock | | | | | 202.594 (2) | I | Held in trust pursuant to the Employee Stock Ownership Plan. |

| | | |
|-----------------|--------------------------|---|
| Common Stock | 541,861 ⁽²⁾ I | Held in the accounts of Mr. Breininger's wife, as to which he disclaims beneficial ownership. |
|-----------------|--------------------------|---|

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.

SEC 1474
(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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|--|----------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Unit (SIP) | <u>(3)</u> | 01/25/2018 | | A | 1,372 | <u>(4)</u> | <u>(4)</u> | Common Stock | 1,372 |
| Performance Stock Unit (SIP) | <u>(6)</u> | 01/25/2018 | | A | 2,743 | <u>(6)</u> | <u>(6)</u> | Common Stock | 2,743 |
| Performance Stock Unit (SIP) | <u>(8)</u> | 01/25/2018 | | A | 2,743 | <u>(8)</u> | <u>(8)</u> | Common Stock | 2,743 |
| Performance Stock Unit (SIP) | \$ 0 | 01/26/2018 | | M | 931 <u>(2)</u> | <u>(9)</u> | <u>(9)</u> | Common Stock | 931 <u>(2)</u> |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Breininger Stephen K
TWO NORTH NINTH STREET
ALLENTOWN, PA 18101

Vice President & Controller

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Stephen K.
Breininger

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) 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).
- (2) Total includes the reinvestment of dividends.
- (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 10,058.641. This total includes the 01/21/2016 grant of 3,716.223 restricted stock units, the 01/26/2017 grant of 1,253.056 restricted stock units, and the 02/17/2017 grant of 3,717.362 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 1,372 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 14,435.741. This total includes the 01/21/2016 grant of 3,937.519 performance units, and the 01/26/2017 grants of 3,759.166 and 1,253.056 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 2,743 and 2,743 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. 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.