

Thompson Paul W
Form 4
January 29, 2018

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 *
Thompson Paul W

(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
 Officer (give title below) _____ Other (specify below)
President of a PPL Subsidiary

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/26/2018		M	V	\$ 2,493 32.27	12,804	D
Common Stock	01/26/2018		F(1)		\$ 812 32.27	11,992	D

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

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As of 01/29/2018, the total restricted stock units beneficially owned is 27,128.965. This total includes the 01/21/2016 grant of 8,478 restricted stock units, the 01/03/2017 grant of 4,531.483 restricted stock units, and the 02/17/2017 grant of 8,634.482 restricted stock units, plus in the case of the 01/03/2017 and 02/17/2017 grants, 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 5,485 restricted stock units.

- (5) 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.

- (6) As of 01/29/2018, total performance units beneficially owned is 49,856.313. This total includes the 01/21/2016 grant of 9,790.382 performance units and the 01/03/2017 grants of 13,594.448 and 4,531.483 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 10,970 and 10,970 performance units.

- (7) 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.

- (8) Total includes the reinvestment of dividends.

- (9) No conversion or exercise price or exercise or expiration date applies. Under the terms of the Incentive Compensation Plan for Key Employees (ICPKE), 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.

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