

Breininger Stephen K
Form 4
January 25, 2019

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
01/24/2019

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)

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)
			Code	V Amount (D) Price			

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D) (Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Stock Unit (SIP)	<u>(1)</u>	01/24/2019	A	1,526	<u>(2)</u>	<u>(2)</u>	Common Stock	
Performance Stock Unit (SIP)	<u>(4)</u>	01/24/2019	A	3,051	<u>(4)</u>	<u>(4)</u>	Common Stock	
Performance Stock Unit (SIP)	<u>(6)</u>	01/24/2019	A	3,051	<u>(6)</u>	<u>(6)</u>	Common Stock	
Performance Stock Unit (SIP)	<u>(7)</u>	01/24/2019	J ⁽⁸⁾	4,168.401 <u>(9)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	4,

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

01/25/2019

**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) 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.
- (2) The units will vest on 01/24/2022.
- (3) As of 01/25/2019, total restricted stock units beneficially owned is 8,240.314. This total includes the 01/26/2017 grant of 1,326.531 restricted stock units, the 02/17/2017 grant of 3,935.334 restricted stock units, and the 01/25/2018 grant of 1,452.449 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 01/24/2019 grant of 1,526 restricted stock units.
- (4) 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 12/31/2021. Determination of number of underlying securities that have been earned, if any, will be made by the Compensation, Governance and Nominating Committee in January 2022.
- (5) As of 01/25/2019, total performance units beneficially owned is 17,215.798. This total includes the 01/26/2017 grants of 3,979.589 and 1,326.531 performance units, and the 01/25/2018 grants of 2,903.839 and 2,903.839 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

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such performance units, and the 01/24/2019 grants of 3,051 and 3,051 performance 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 return on equity over a three-year performance period ending December 31, 2021. Determination of number of underlying securities that have been earned, if any, will be made by the Compensation, Governance and Nominating Committee in January 2022.
- (7) No conversion or exercise price or exercise or expiration date applies.
- (8) Represents 0% payout of performance units granted in 2016 due to Company performance below minimum "total shareowner return" threshold at expiration of three-year performance period.
- (9) Total includes the reinvestment of dividends.

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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