

Gabbard Robert D
 Form 4
 April 24, 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 *
 Gabbard Robert D

(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)
 04/22/2013

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 04/22/2013 | | M ⁽¹⁾ | 18,477 | A \$ 25.74 | 63,600 | D |
| Common Stock | 04/22/2013 | | M ⁽¹⁾ | 18,400 | A \$ 28.2 | 82,000 | D |
| Common Stock | 04/22/2013 | | S ⁽¹⁾ | 42,000 | D \$ 32.4171 | 40,000 | D |
| Common Stock | | | | | | 73,921 ⁽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.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 25.74 | 04/22/2013 | | M ⁽¹⁾ | 18,477 | <u>(5)</u> <u>(5)</u> | Common Stock | 18,477 |
| Employee Stock Options (Right to Buy) | \$ 28.2 | 04/22/2013 | | M ⁽¹⁾ | 18,400 | <u>(6)</u> <u>(6)</u> | Common Stock | 18,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gabbard Robert D TWO NORTH NINTH STREET ALLENTOWN, PA 18101 | | | President of a PPL subsidiary | |

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for Robert D. Gabbard

04/24/2013

__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 36,877 stock options and sale of underlying shares and the sale of 5,123 previously vested restricted stock units pursuant to a 10b5-1 plan dated March 19, 2013.
- (2) Represents the weighted average sales price for price increments from \$32.34 to \$32.58.
The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security 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) Represents the exercise of 18,477 stock options that vested on January 27, 2013 from a total grant of 55,430 options. There are 18,477 options remaining from the grant that vest on January 27, 2014 and expire on January 26, 2021.
Represents the exercise of 18,400 stock options that vested on January 26, 2013 from a total grant of 55,200 options. There are 36,800 options remaining from the grant that vest in two equal installments on January 26, 2014 and January 26, 2015, and expire on January 25, 2022.
- (6)

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.