

PPL Corp  
Form S-8  
July 20, 2011

As filed with the Securities and Exchange Commission on July 20, 2011

Registration No. 333-\_\_\_\_\_

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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**PPL CORPORATION**  
(Exact name of registrant as specified in its charter)

**Commonwealth of Pennsylvania**  
(State or other jurisdiction of incorporation or  
organization)

**23-2758192**  
(I.R.S. Employer Identification Number)

**Two North Ninth Street  
Allentown, Pennsylvania 18101-1179**  
(Address of Principal Executive Offices)(Zip Code)  
**DIRECTORS DEFERRED COMPENSATION PLAN**  
(Full title of the plan)

**James E. Abel**  
**Vice President Finance and Treasurer**  
**PPL Corporation**  
**Two North Ninth Street**  
**Allentown, Pennsylvania 18101-1179**  
(Name and address of agent for service)  
**(610) 774-5151**  
(Telephone number, including area code, of agent for service)

*Copies of all notices, orders and communication to:*

**Vincent Pagano, Jr.**  
**Simpson Thacher & Bartlett LLP**  
**425 Lexington Avenue**  
**New York, New York 10017-3954**  
**(212) 455-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definition of large accelerated filer and small reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer     
  Accelerated filer     
  Non-accelerated filer     
  Smaller reporting company

(Do not check if a smaller reporting company)

**Calculation of Registration Fee**

<b>Title of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share(2)</b>	<b>Proposed maximum aggregate offering price(2)</b>	<b>Amount of registration fee(2)</b>
Common Stock, \$0.01 par value per share	250,000 shares(2)	\$ 27.49	\$ 6,872,500	\$ 797.90

- (1) In addition to the shares set forth in the table, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), the number of shares registered includes an indeterminable number of shares of common stock issuable under the Directors Deferred Compensation Plan, as this amount may be adjusted as a result of stock splits, stock dividends and antidilution provisions.

In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h)(1) under the Securities Act. The proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of the registration fee have been computed on the basis of the average of the high and low prices per share of the common stock on the New York Stock Exchange on July 19, 2011.

**EXPLANATORY NOTE**

The 250,000 shares of Common Stock of PPL Corporation (the Company ) being registered pursuant to this Registration Statement are additional securities of the same class as other securities for which a registration statement (File No. 333-02003) on Form S-8 was filed with the Securities and Exchange Commission (the Commission ) on March 27, 1996, as amended by Post-Effective Amendment No.1 on September 23, 2005, and as supplemented by a registration statement on Form S-8 (File No. 333-144047) dated June 26, 2007. Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statements are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statements are modified as set forth in this Registration Statement.

**PART II**  
**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 5. Interests of Named Experts and Counsel.**

The validity of the securities offered hereby has been passed upon by Frederick C. Paine, Esq., Senior Counsel of PPL Services Corporation, a subsidiary of the Company. Mr. Paine is a full-time employee of PPL Services Corporation.

**Item 8. Exhibits.**

**Exhibit**

**Number Description of Exhibit**

- 4.1 Amended and Restated Articles of Incorporation of PPL Corporation, effective May 21, 2008 (Exhibit 3(i) to PPL Corporation Form 8-K Report (File No. 1-11459) dated May 21, 2008)
- 4.2 Amended and Restated Bylaws of PPL Corporation, effective May 19, 2010 (Exhibit 99.1 to PPL Corporation Form 8-K Report (File No. 1-11459) dated May 24, 2010)
- 4.3 Form of Common Stock Certificate (Exhibit 4.1 to PPL Corporation's Registration Statements on Form S-3ASR (File Nos. 333-158200, 333-158200-01, 333-158200-02 and 333-158200-03))
- 5.1 Opinion of Frederick C. Paine, Esq., with respect to legality of securities being registered hereunder
- 5.2 Opinion of Simpson Thacher & Bartlett LLP with respect to legality of securities being registered hereunder
- 23.1 Consent of Ernst & Young LLP
- 23.2 Consent of PricewaterhouseCoopers LLP
- 23.3 Consent of Frederick C. Paine, Esq. (reference is made to Exhibit 5.1 filed herewith)
- 23.4 Consent of Simpson Thacher & Bartlett LLP (reference is made to Exhibit 5.2 filed herewith)
- 24.1 Power of Attorney

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Allentown, Commonwealth of Pennsylvania, on this 20<sup>th</sup> day of July, 2011.

PPL CORPORATION

By: /s/ James H. Miller  
James H. Miller  
*Chairman, President &  
Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on the 20<sup>th</sup> day of July, 2011.

<b>Signature</b>	<b>Title</b>
/s/ James H. Miller	Chairman, President and Chief Executive Officer <i>(Principal Executive Officer and Director)</i>
James H. Miller	
/s/ Paul A. Farr	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>
Paul A. Farr	
/s/ Vincent Sorgi	Vice President and Controller <i>(Principal Accounting Officer)</i>
Vincent Sorgi	
*	Director
Frederick M. Bernthal	
*	Director
John W. Conway	
*	Director
Steven G. Elliott	
*	Director
Louise K. Goeser	
*	Director
Stuart E. Graham	

\*

Director

Stuart Heydt

\*

Director

Venkata R. Madabhushi

\*

Director

Craig A. Rogerson

\*

Director

Natica von Althann

\*

Director

Keith H. Williamson

\* By: /s/ James H. Miller  
James H. Miller, Attorney-in-Fact

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the plan administrator of the directors deferred compensation plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Allentown, Commonwealth of Pennsylvania, on the 20<sup>th</sup> day of July, 2011

**DIRECTORS DEFERRED  
COMPENSATION PLAN**

By: Employee Benefit Plan Board,  
Plan Administrator

By: /s/ Dale M. Kleppinger  
Dale M. Kleppinger

---

**INDEX OF EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.1	Amended and Restated Articles of Incorporation of PPL Corporation, effective May 21, 2008 (Exhibit 3(i) to PPL Corporation Form 8-K Report (File No. 1-11459) dated May 21, 2008)
4.2	Amended and Restated Bylaws of PPL Corporation, effective May 19, 2010 (Exhibit 99.1 to PPL Corporation Form 8-K Report (File No. 1-11459) dated May 24, 2010)
4.3	Form of Common Stock Certificate (Exhibit 4.1 to PPL Corporation's Registration Statements on Form S-3ASR (File Nos. 333-158200, 333-158200-01, 333-158200-02 and 333-158200-03))
5.1	Opinion of Frederick C. Paine, Esq., with respect to legality of securities being registered hereunder
5.2	Opinion of Simpson Thacher & Bartlett LLP with respect to legality of securities being registered hereunder
23.1	Consent of Ernst & Young LLP
23.2	Consent of PricewaterhouseCoopers LLP
23.3	Consent of Frederick C. Paine, Esq. (reference is made to Exhibit 5.1 filed herewith)
23.4	Consent of Simpson Thacher & Bartlett LLP (reference is made to Exhibit 5.2 filed herewith)
24.1	Power of Attorney