

GREY ROBERT J
Form 4
January 29, 2007

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREY ROBERT J

2. Issuer Name and Ticker or Trading Symbol
PPL CORP [PPL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
TWO N. NINTH STREET

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, General Counsel & Sec.

(Street)
ALLENTOWN, PA 18101

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (A) or (D) | Price |
| Common Stock | 12/06/2006 | | G | | 407 | D | \$ 0 |
| | | | | | | | 28,803.104 (1) |
| Common Stock | 12/06/2006 | | G | | 326 | D | \$ 0 |
| | | | | | | | 28,477.104 (1) |
| Common Stock | 12/08/2006 | | G | | 28 | D | \$ 0 |
| | | | | | | | 28,449.104 (1) |
| Common Stock | 12/21/2006 | | G | | 278 | D | \$ 0 |
| | | | | | | | 28,171.104 (1) |
| Common Stock | 01/25/2007 | | F | | 2,744 | D | \$ 34.75 (2) |
| | | | | | | | 25,427.104 (1) |

| | | | |
|-----------------|------------------------|---|---|
| Common Stock | 171.128 ⁽¹⁾ | I | Held in trust pursuant to Employee Stock Ownership Plan. |
|-----------------|------------------------|---|---|

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 | |
| Employee Stock Options (Right to Buy) | \$ 35.12 | 01/25/2007 | | A | 56,320 | ⁽³⁾ | 01/24/2017 | Common Stock | 56,320 |
| Stock Unit (ICP) | ⁽⁴⁾ | 01/25/2007 | | A | 9,790 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 9,790 |
| Stock Unit (ICP - Cash Incentive Premium Exchange Program) ⁽⁶⁾ | ⁽⁴⁾ | 01/25/2007 | | A | 3,990 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 3,990 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GREY ROBERT J
TWO N. NINTH STREET
ALLENTOWN, PA 18101

Sr. VP, General Counsel & Sec.

Signatures

/s/Thomas D. Salus, as Attorney-In-Fact for Robert J.
Grey

01/29/2007

__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) Total includes reinvestment of dividends.
- (2) 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 Incentive Compensation Plan (ICP). Fair market value on vesting date was \$34.75.
- (3) The options vest in three equal annual installments beginning on 01/25/2008.
- (4) No conversion or exercise price applies. Under the terms of the Incentive Compensation Plan (ICP), a restricted stock unit converts to a share of common stock on the applicable vesting date.
- (5) The units will vest on 01/25/2010.

These restricted stock units were granted in connection with the Cash Incentive Premium Exchange Program under the Incentive

- (6) Compensation Plan (ICP). Pursuant to this program, an executive officer may elect to exchange all or any portion of his cash incentive compensation for restricted stock units equal in value at the time of the grant to 140% of the cash so exchanged.

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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