

PPL CORP  
Form S-8  
June 26, 2007

As filed with the Securities and Exchange Commission on June 26, 2007

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

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

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**PPL CORPORATION**

(Exact name of registrant as specified in its charter)

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

Two North Ninth Street

Allentown, Pennsylvania 18101-1179

(Address of Principal Executive Offices)(Zip Code)

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

**DIRECTORS DEFERRED COMPENSATION PLAN**

(Full title of the plan)

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**James E. Abel**

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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)

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*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

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**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	200,000 shares(2)	\$45.92	\$9,184,000	\$281.95

(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 June 21, 2007.



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**EXPLANATORY NOTE**

The 200,000 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. Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statement are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statement 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 Michael A. McGrail, Esq., Associate General Counsel of PPL Services Corporation, a subsidiary of the Company. Mr. McGrail is a full-time employee of PPL Services Corporation.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.1	Amended and Restated Articles of Incorporation of PPL Corporation, effective August 17, 2005 (Exhibit 3.1 to PPL Corporation Form 8-K Report (File No. 1-11459) dated August 19, 2005)
4.2	Bylaws of PPL Corporation, as amended and restated, effective August 17, 2005 (Exhibit 3.2 to PPL Corporation Form 8-K Report (File No. 1-11459) dated August 19, 2005)
4.3	Form of Common Stock Certificate (Exhibit 4.21 to PPL Corporation's Registration Statements on Form S-3 (File Nos. 333-54504, 333-54504-01 and 333-54504-02))
5.1	Opinion of Michael A. McGrail, 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 Michael A. McGrail, 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 26<sup>th</sup> day of June, 2007.

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 26<sup>th</sup> day of June, 2007.

Signature	Title
/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/ J. Matt Simmons, Jr.	Vice President and Controller ( <i>Principal Accounting Officer</i> )
J. Matt Simmons, Jr.	
*	Director
Frederick M. Bernthal	
*	Director
John W. Conway	
*	Director
E. Allen Deaver	
*	Director
Louise K. Goeser	
*	Director
Stuart Heydt	
*	Director
Craig A. Rogerson	

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Director

W. Keith Smith

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Director

Susan M. Stalnecker

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Director

Keith H. Williamson

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

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**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 26<sup>th</sup> day of June, 2007

**DIRECTORS DEFERRED COMPENSATION PLAN**

By: Employee Benefit Plan Board,

Plan Administrator

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



**INDEX OF EXHIBITS**

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