

GREY ROBERT J
Form 4
February 07, 2005

FORM 4

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

OMB APPROVAL

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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)

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2005

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

TWO N. NINTH STREET

(Street)

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

ALLENTOWN, PA 18101

(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 | (D) | Price |
| Common Stock | 02/03/2005 | | S | | 1,815 | D | \$ 54.711 |
| | | | | | 18,263.22 | (1) | D |
| Common Stock | 02/03/2005 | | M | | 32,740 | A | \$ 33.49 |
| | | | | | 51,003.22 | (1) | D |
| Common Stock | 02/03/2005 | | S | | 400 | D | \$ 54.58 |
| | | | | | 50,603.22 | (1) | D |
| Common Stock | 02/03/2005 | | S | | 100 | D | \$ 54.6 |
| | | | | | 50,503.22 | (1) | D |
| Common Stock | 02/03/2005 | | S | | 100 | D | \$ 54.61 |
| | | | | | 50,403.22 | (1) | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|----------------------|---|
| Common Stock | 02/03/2005 | S | 700 | D | \$ 54.62 | 49,703.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 800 | D | \$ 54.63 | 48,903.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 600 | D | \$ 54.66 | 48,303.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 900 | D | \$ 54.67 | 47,403.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 400 | D | \$ 54.69 | 47,003.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 900 | D | \$ 54.7 | 46,103.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 1,200 | D | \$ 54.71 | 44,903.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 900 | D | \$ 54.72 | 44,003.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 6,700 | D | \$ 54.7255 | 37,303.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 1,200 | D | \$ 54.73 | 36,103.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 1,600 | D | \$ 54.74 | 34,503.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 1,100 | D | \$ 54.75 | 33,403.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 1,000 | D | \$ 54.76 | 32,403.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 900 | D | \$ 54.77 | 31,503.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 900 | D | \$ 54.78 | 30,603.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 1,700 | D | \$ 54.79 | 28,903.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 600 | D | \$ 54.8 | 28,303.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 900 | D | \$ 54.81 | 27,403.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 200 | D | \$ 54.82 | 27,203.22 <u>(1)</u> | D |
| Common Stock | 02/03/2005 | S | 900 | D | \$ 54.83 | 26,303.22 <u>(1)</u> | D |
| | 02/03/2005 | S | 300 | D | \$ 54.84 | 26,003.22 <u>(1)</u> | D |

| | | | | | | | |
|--------------|------------|--|---|-------|---|------------|----------------------------|
| Common Stock | | | | | | | |
| Common Stock | 02/03/2005 | | S | 300 | D | \$ 54.85 | 25,703.22 ⁽¹⁾ D |
| Common Stock | 02/03/2005 | | S | 2,840 | D | \$ 54.8588 | 22,863.22 ⁽¹⁾ D |
| Common Stock | 02/03/2005 | | S | 800 | D | \$ 54.86 | 22,063.22 ⁽¹⁾ D |
| Common Stock | 02/03/2005 | | S | 900 | D | \$ 54.87 | 21,163.22 ⁽¹⁾ D |

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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 33.49 | 02/03/2005 | | M | 32,740 | ⁽²⁾ | 01/23/2012 | Common Stock | 32,740 |

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

02/07/2005

__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 under Dividend Reinvestment Plan.
 - (2) The total grant of 32,740 options vested in three installments: 10,914 on 01/25/2003, 10,913 on 01/25/2004 and 10,913 on 01/25/2005.

Remarks:

This Form 4, dated and filed on 02/07/2005, is Part 1 of 2. This filing is continued on a separate Form 4, also dated and filed on

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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