

PPL CORP  
Form S-8 POS  
September 23, 2005

As filed with the Securities and Exchange Commission on September 23, 2005

Registration Nos. 333-110372,

333-112453 and 333-02003

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

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**Post-Effective Amendment No. 1 to Registration Nos. 333-110372, 333-112453 and 333-02003**

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

**23-2758192**  
(I.R.S. employer  
identification no.)

Two North Ninth Street

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Allentown, Pennsylvania 18101-1179

(Address, including zip code, of registrant's principal executive offices)

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**PPL Employee Stock Ownership Plan**

**Incentive Compensation Plan**

**Incentive Compensation Plan for Key Employees**

**Directors Deferred Compensation Plan**

(Full title of the plan)

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**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)

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

**Vincent Pagano, Jr., Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017**

**(212) 455-2000**



**EXPLANATORY NOTE**

PPL Corporation (the Company) files this Post-Effective Amendment No. 1 to each of the Company's registration statements on Form S-8 (Nos. 333-110372, 333-112453 and 333-02003) (the Registration Statements), which relate to the Company's equity-based compensation plans, pursuant to Rule 416(b) under the Securities Act of 1933, as amended (the Securities Act), to reflect a one hundred percent increase in the number of shares of common stock, \$0.01 par value, of the Company (the Common Stock), covered by such Registration Statements as a result of the Company's two-for-one stock split to shareholders of record on August 17, 2005. Pursuant to Rule 416(a) under the Securities Act, the Registration Statements also are amended to cover any additional shares of Common Stock which may be issued under the applicable equity-based compensation plans to prevent dilution resulting from any subsequent stock split, stock dividend or similar transaction.

The contents of the Registration Statements are hereby incorporated by reference pursuant to General Instruction E on Form S-8.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information**

Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

**Item 2. Registrant Information and Employee Plan Annual Information.**

Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

**Item 4. Description of Securities**

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Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

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

Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

### **Item 6. Indemnification of Directors and Officers**

Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

**Item 7. Exemption from Registration Claimed**

Not applicable

**Item 8. Exhibits.**

- 4.1 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 Thomas D. Salus, 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 Thomas D. Salus, Esq. (reference is made to Exhibit 5.1 filed herewith)
- 23.2 Consent of Simpson Thacher & Bartlett LLP (reference is made to Exhibit 5.2 filed herewith)
- 23.3 Consent of PricewaterhouseCoopers LLP
- 24.1 Power of Attorney

**Item 9. Undertakings.**

Not required to be filed with this Registration Statement pursuant to General Instruction E on Form S-8.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment to 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 the 23rd day of September 2005.

PPL CORPORATION

By: /s/ William F. Hecht

Name: William F. Hecht

Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by or on behalf of the following persons in the capacities indicated on the 23rd day of September 2005.

<u>Signature</u>	<u>Title</u>
<u>/s/ William F. Hecht</u> William F. Hecht	Chairman and Chief Executive Officer (Principal Executive Officer)
<u>/s/ James H. Miller</u> James H. Miller	President, Chief Operating Officer and Director
<u>/s/ John R. Biggar</u> John R. Biggar	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)
<u>/s/ Paul A. Farr</u> Paul A. Farr	Senior Vice President Financial and Controller (Principal Accounting Officer)

Directors:

Frederick M. Bernthal	Stuart Heydt
John W. Conway	W. Keith Smith
E. Allen Deaver	Susan M. Stalnecker
Louise K. Goeser	

By: /s/ William F. Hecht

William F. Hecht

Attorney-in-fact



**EXHIBIT INDEX**

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