

PPL CORP  
Form SC TO-I  
November 18, 2003

As filed with the Securities and Exchange Commission on November 17, 2003

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**SCHEDULE TO**

*Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities  
Exchange Act of 1934*

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**PPL Corporation**

*(Name of Subject Company (issuer))*

**PPL Corporation**

*(Name of Filing Person (offeror))*

**7 3/4% Premium Equity Participating Security Units**

*(Title of Class of Securities)*

**69352F204**

*(CUSIP Number of Class of Securities)*

JAMES E. ABEL, VICE PRESIDENT FINANCE AND TREASURER

PPL CORPORATION  
TWO NORTH NINTH STREET  
ALLENTOWN, PENNSYLVANIA 18101-1179  
(610) 774-5151

*(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of the Person(s) Filing Statement)*

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*Copy to:*  
VINCENT PAGANO, JR., ESQ.  
SIMPSON THACHER & BARTLETT LLP  
425 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10017  
(212) 455-2000

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CALCULATION OF FILING FEE

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TRANSACTION VALUATION

AMOUNT OF FILING FEE

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\$572,500,000(a)

\$46,316

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(a) Estimated solely for the purpose of determining the registration fee, and calculated as the aggregate stated amount of 22,900,000 7 3/4% Premium Equity Participating Security Units. The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$80.90 for each \$1,000,000 of the value of the transaction.

b Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid:	\$46,316	Filing Party:	PPL Corporation
Form or Registration No.:	Form S-4 (333-108450)	Date Filed:	September 3, 2003

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