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PPL CORP  
Form S-8  
February 03, 2004

Registration No. 333-

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)

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

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

PPL Corporation  
Two North Ninth Street  
Allentown, Pennsylvania 18101-1179  
(Address, including zip code, of Registrant's  
Principal Executive Office)

INCENTIVE COMPENSATION PLAN  
and  
INCENTIVE COMPENSATION PLAN  
FOR KEY EMPLOYEES  
(Full title of the plan)

James E. Abel  
Vice President-Finance and Treasurer  
PPL Corporation  
Two North Ninth Street  
Allentown, PA 18101-1179  
(610) 774-5151  
(Name, address, including zip code, and telephone number,  
including area code, of Registrant's agent for service)

With Copies to:  
Vincent Pagano, Jr.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017-3954  
(212) 455-2000  
CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)
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Common Stock, \$0.01 par value per share(a).... 6,500,000 \$45.54 \$296,010,00  
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EXPLANATORY NOTE

The 6,500,000 shares of Common Stock being registered pursuant to this Registration Statement are additional securities of the same class as other securities for which a registration statement (No. 333-95967) on Form S-8 was filed with the Securities and Exchange Commission (the "Commission") on February 2, 2000. 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 THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

The validity of the securities offered hereby has been passed upon by Thomas D. Salus, Esq., Senior Counsel of PPL Services Corporation, a subsidiary of the Company. Mr. Salus is a full-time employee of PPL Services Corporation.

Item 8. Exhibits.

- 5(a) - Opinion of Thomas D. Salus, Esq. with respect to legality of securities being registered hereunder.
- 5(b) - Opinion of Simpson Thacher & Bartlett LLP with respect to legality of securities being registered hereunder
- 23(a) - Consent of PricewaterhouseCoopers LLP
- 23(b) - Consent of Thomas D. Salus, Esq. (Reference is made to Exhibit 5(a) filed herewith)
- 23(c) - Consent of Simpson Thacher & Bartlett LLP (Reference is made to Exhibit 5(b) filed herewith)
- 24 - Powers of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Act"), 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 the 3rd day of February, 2004.

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PPL CORPORATION

By: /s/ William F. Hecht

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William F. Hecht  
Chairman, President and  
Chief Executive Officer

Pursuant to the requirements of the Act, this registration statement has been signed below by the following persons in the capacities indicated on February 3, 2004.

Signature	Title
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/s/ William F. Hecht ----- William F. Hecht, Chairman, President and Chief Executive Officer	Principal Executive Officer and Director
/s/ John R. Biggar ----- John R. Biggar, Executive Vice President and Chief Financial Officer	Principal Financial Officer and Director
/s/ Joseph J. McCabe ----- Joseph J. McCabe, Vice President and Controller	Principal Accounting Officer
Frederick M. Bernthal, John W. Conway, E. Allen Deaver, Louise K. Goeser, Stuart Heydt, W. Keith Smith and Susan M. Stalnecker	Directors
By: /s/ William F. Hecht ----- William F. Hecht, Attorney-in-Fact	

EXHIBIT INDEX

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