

MORRISON WILLIAM L  
 Form 4  
 October 26, 2010

**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 \*  
**MORRISON WILLIAM L**

2. Issuer Name and Ticker or Trading Symbol  
**NORTHERN TRUST CORP  
 [NTRS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**50 SOUTH LASALLE STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/25/2010**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP & CFO**

**CHICAGO, IL 60603**

(City) (State) (Zip)

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

**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 (A) or (D) Price		
Common Stock <sup>(1)</sup>	10/25/2010		F		1,594 D \$ 48.125	45,687 <sup>(2)</sup>	D
Common Stock <sup>(1)</sup>	10/25/2010		F		1,284 D \$ 48.125	42,167 <sup>(3)</sup>	D
Common Stock						56,707.6246 <sup>(2) (3)</sup>	D
Common Stock						1,200	I By Spouse
Common Stock						200	I By Son



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On October 25, 2010, 5,000 already reported and vested stock units, granted on February 15, 2005, were distributed to the reporting person, 3,406 stock units were distributed to the reporting person as common stock of NTRS; and 1,594 stock units were withheld in payment of Federal, State and Medicare taxes.

(3) On October 25, 2010, 3,520 already reported and vested stock units, granted on February 21, 2006, were distributed to the reporting person, 2,236 stock units were distributed to the reporting person as common stock of NTRS and 1,284 stock units were withheld in payment of Federal, State and Medicare taxes.

(4) as of 9/30/2010

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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