

NORTHERN TRUST CORP  
 Form 4  
 February 04, 2014

**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)  
**01/31/2014**

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

**CHICAGO, IL 60603**

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

(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 or Price		
Common Stock	01/31/2014		M		64,788 A \$ 44.465	127,195.6246	D
Common Stock	01/31/2014		S		64,788 D \$ 60.4662	62,407.6246	D
Common Stock	02/03/2014		M		1,800 A \$ 44.465	64,207.6224	D
Common Stock	02/03/2014		S		1,800 D \$ 60.2977	62,407.6246	D
	02/04/2014		M		8,412 A \$ 44.465	70,819.6246	D

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Common Stock								
Common Stock	02/04/2014	S	8,412	D	\$ 59.7815 (4)	62,407.6246	D	
Common Stock <sup>(1)</sup>						77,763	D	
Common Stock						202.735	I	By Son
Common Stock						1,200	I	By Spouse
Common Stock						148	I	By Son
Common Stock						2,546.38	I	401(k) as of 12/31/13

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 44.465	01/31/2014		M	64,788	03/31/2005	02/15/2015	Common Stock	64,788
Employee Stock Option (right-to-buy)	\$ 44.465	02/03/2014		M	1,800	03/31/2005	02/15/2015	Common Stock	1,800
Employee Stock Option (right-to-buy)	\$ 44.465	02/04/2014		M	8,412	03/31/2005	02/15/2025	Common Stock	8,412

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORRISON WILLIAM L 50 SOUTH LASALLE STREET CHICAGO, IL 60603			President & COO	

## Signatures

Paul A. Bernacki, Attorney-in-Fact for William L. Morrison  
02/04/2014

\_\_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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) Price reflects the weighted average sales price from \$60.25 to \$60.77. Information regarding the number of shares sold at each separate price will be provided by the issuer upon request.
- (3) Price reflects the weighted average sales price from \$60.29 to \$60.30. Information regarding the number of shares sold at each separate price will be provided by the issuer upon request.
- (4) Price reflects the weighted average sales price from \$59.59 to \$59.92. Information regarding the number of shares sold at each separate price will be provided by the issuer upon request.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.