

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-23**  
SEC Accession No. **0000895813-09-000019**

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **BARRAT SHERRY S**

CIK: **1182700**

Type: **4** | Act: **34** | File No.: **000-05965** | Film No.: **09546113**

Mailing Address

*C/O NORRTHERN TRUST  
50 LA SALLE  
CHICAGO IL 60603*

Business Address

*312-444-5618*

### ISSUER

#### **NORTHERN TRUST CORP**

CIK: **73124** | IRS No.: **362723087** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **6022** State commercial banks

Mailing Address

*50 S LASALLE ST  
CHICAGO IL 60603*

Business Address

*50 S LASALLE ST  
CHICAGO IL 60603  
3126306000*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
 Expires: 02/28/2011  
 Estimated average burden  
 hours per response 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>BARRAT SHERRY S</b>			2. Issuer Name and Ticker or Trading Symbol <b>NORTHERN TRUST CORP [NTRS]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP &amp; Pres-Personal Fin Svcs</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/23/2009</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
50 SOUTH LASALLE STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street)								
CHICAGO, IL 60603								
(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	(A) or (D)	Price			
Common Stock	01/23/2009		M		4,428	A	\$45.1563	64,452	I	By Trust
Common Stock	01/23/2009		F		3,638	D	\$54.96	60,814	I	By Trust
Common Stock <sup>(1)</sup>								17,136	D	
Common Stock								6,535 <sup>(2)</sup>	I	401(k)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right-to-buy)	\$45.1563	01/23/2009		M		4,428		<sup>(3)</sup>	05/13/2009	Common Stock	4,428	\$ 0	0	D	

**Explanation of Responses:**

1. Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
2. as of 12/31/08
3. May 13, 2001 as to 20,000 shares and May 13, 2002 as to 10,000 shares.

**Signatures**

Paul Bernacki, Attorney-in-Fact for Sherry S.Barrat

\*\* Signature of Reporting Person

01/26/2009

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**