

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-19**

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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 60675

Business Address
50 S LASALLE ST
CHICAGO IL 60675
3126306000

REPORTING OWNER

CROWN SUSAN

CIK: **1124194**
Type: **4** | Act: **34** | File No.: **000-05965** | Film No.: **05790615**

Business Address
C/O BAXTER INTERNATIONAL
ONE BAXTER PKWY DF2 2W
DEERFIELD IL 60015
8479482212

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 CROWN SUSAN			2. Issuer Name and Ticker or Trading Symbol NORTHERN TRUST CORP [NTRS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/19/2005			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		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					
(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 ⁽¹⁾	04/19/2005		A		536.75	A	⁽¹⁾	2,936.75	D	
Common Stock ⁽²⁾								8,400	D	
Common Stock								4,000	I	Note ⁽³⁾
Common Stock								339,696	I	Note ⁽⁴⁾

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					

Explanation of Responses:

1. Represents stock units payable automatically on a one-for-one basis in shares of the issuer's common stock.
2. Excludes stock units described in Note 1.

3. Owned by various trusts of which the children of the Reporting Person are beneficiaries.
4. Owned by a partnership, Henry Crown and Company (Not Incorporated), of which trusts for the benefit of the Reporting Person and the children of the Reporting Person are partners.

Remarks:

The Reporting Person disclaims beneficial ownership of the shares described in Notes 3 and 4, except to the extent of her beneficial ownership in the entities that own such shares.

Signatures

/s/ Susan Crown

** Signature of Reporting Person

05/02/2005

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.