

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
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REPORTING OWNER

St Clair Joyce

CIK: **1393081**

Type: **4** | Act: **34** | File No.: **000-05965** | Film No.: **13851679**

Mailing Address
*50 S LA SALLE ST
CHICAGO IL 60603*

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 St Clair Joyce			2. Issuer Name and Ticker or Trading Symbol NORTHERN TRUST CORP [NTRS]			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) President/O & T		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013					
50 SOUTH LASALLE STREET			4. If Amendment, Date Original Filed(Month/Day/Year)			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)								
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	05/14/2013		M	(1)	5,000	A	\$44.465	32,061	I	By Trust
Common Stock	05/14/2013		S	(2)	5,000	D	\$56	27,061	I	By Trust
Common Stock	05/15/2013		M	(1)	5,000	A	\$44.465	32,061	I	By Trust
Common Stock	05/15/2013		S	(2)	5,000	D	\$57	27,061	I	By Trust
Common Stock (3)								42,840	D	
Common Stock								5,111.87 (4)	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	\$44.465	05/14/2013		M	(1)		5,000	03/31/2005	02/15/2015	Common Stock	5,000	\$ 0	15,000	D	

Option (right-to- buy)														
Employee Stock Option (right-to- buy)	\$44.465	05/15/2013		<u>M</u> ⁽¹⁾		5,000	03/31/2005	02/15/2015	Common Stock	5,000	\$ 0	10,000	D	

Explanation of Responses:

1. This option exercise was made pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.
2. This sale was made pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.
3. Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock
4. as of 03-31-2013

Signatures

Paul A. Bernacki, Attorney-in-Fact for Joyce St. Clair

** Signature of Reporting Person

05/16/2013

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.