NORTHERN TRUST CORP

Form 4 April 19, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

5. Relationship of Reporting Person(s) to

See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MCCORMACK ROBERT C		Symbol				Issuer					
	NORTHERN TRUST CORP [NTRS]				(Check all applicable)						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			_X_ Director Officer (gi	ive title	10% Owner Other (specify			
50 S. LA S	SALLE ST.		04/18/	-				below) below)			
(Street) 4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check						
			Filed(M	onth/Day/Ye	ar)			Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO	O, IL 60675							Form filed by More than One Reporting Person			
(City)	(State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	EXA. Deem Execution any (Month/Da	Date, if Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		Securities Ownership In Beneficially Form: Be Owned Direct (D) Or Following or Indirect (In Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock (1)	04/18/2006			A	1,065.91	A	\$0	6,402.66	D		
Common Stock								1,513,159	I	By Trust (2)	
Common Stock								1,076,400	I	By Trust (3)	
Common Stock								27,851	I	By Spouse	
Common Stock								66,768	I	GRAT	

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Common Stock	117,000	I	By Trust (4)
Common Stock	1,494	I	McCormack LLC
Common Stock	1,639,852	I	By Trust (5)

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

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 control number.

SEC 1474

(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own
	Security				Acquired (A) or Disposed						Follo Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topolong of not it and it is a second	Director	10% Owner	Officer	Other			
MCCORMACK ROBERT C 50 S. LA SALLE ST. CHICAGO, IL 60675	X						

Signatures

Eileen C. Ratzka POA for Robert C.

McCormack

**Signature of Reporting Person

Date

Reporting Owners 2

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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) These shares are held in a trust for the benefit of Mr.McCormack's brother. Mr. McCormack is a co-trustee of the trust.
- (3) These shares are held in a trust for the benefit of Mr. McCormack's sons. Mr. McCormack is a co-trustee of the trust.
- (4) These shares are held in a trust for the benefit of Mr. McCormack's sister-in-law. The Mr. McCormack is a co-trustee of the trust.
- (5) These shares are held in a trust of which Mr. McCormack is a co-trustee and beneficiary. Mr. McCormack's sons have a remainder interest in the trust.

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.