

Potter Stephen N
Form 4
January 25, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Potter Stephen N

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)
11/02/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Vice Chairman

CHICAGO, IL 60603

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D)	Price		
Common Stock	11/02/2017		G	V	4,563	D	\$ 0	0 ⁽¹⁾	I GRAT
Common Stock	12/15/2017		F		244 ⁽²⁾	D	\$ 97.29	42,669 ⁽³⁾	D
Common Stock	01/23/2018		A		15,909	A	\$ 106.71	58,578 ⁽³⁾	D
Common Stock	01/23/2018		F		5,968	D	\$ 106.71	42,669 ⁽³⁾ ⁽⁴⁾	D
Common Stock								38,674 ⁽¹⁾ ⁽⁴⁾ ⁽⁵⁾	I By Trust

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Common Stock	30,000 ⁽⁵⁾	I	2017 GRAT
Common Stock	3,551 ⁽¹⁾	I	Spouse as Trustee for Son
Common Stock	3,552 ⁽¹⁾	I	Spouse as Trustee for Daughter
Common Stock	8,314.24	I	401(k) as of 12-31-2017

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
Potter Stephen N 50 SOUTH LASALLE STREET CHICAGO, IL 60603	Director 10% Owner Officer Other Vice Chairman

Signatures

Bradley R. Gabriel, Attorney-in-Fact for Stephen N. Potter 01/25/2018

__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).

On November 2, 2017, the reporting person's grantor retained annuity trust ("GRAT") distributed 11,282 shares of the Corporation's

- (1) common stock to the reporting person's existing revocable trust as an annuity payment. On such date an aggregate 4,563 shares also were distributed to the two remaindermen of the GRAT. Each distribution was made in accordance with the terms of the GRAT instrument.
- (2) Represents shares withheld to satisfy tax withholding obligations related to previously reported stock units.
- (3) Includes 42,669 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (4) Reflects the transfer of 9,941 shares directly held by the reporting person into the reporting person's existing trust account.
- (5) Reflects the November 10, 2017 transfer of 30,000 shares of the Corporation's common stock from the reporting person's existing trust into a newly created grantor retained annuity trust.

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

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