Potter Stephen N Form 4 May 17, 2013

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Potter Stephen N Issuer Symbol NORTHERN TRUST CORP (Check all applicable) [NTRS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title \_ Other (specify (Month/Day/Year) below) 50 SOUTH LA SALLE STREET 05/15/2013 President NTGI (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60603 Person

| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-                            | Derivative                              | Secur | ities Acqui     | red, Disposed of   | , or Beneficial  | ly Owned  |
|--------------------------------------|---|---|--|---|-------|-----------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securit<br>onor Dispos<br>(Instr. 3, | ed of |                 | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common<br>Stock                      | 05/15/2013                              |   | M(1)                                   | 30,000                                  | A     | \$<br>44.465    | 62,911   | I  | By Trust  |
| Common<br>Stock                      | 05/15/2013                              |   | S(2)                                   | 30,000                                  | D     | \$ 57.02<br>(3) | 32,911   | I  | By Trust  |
| Common Stock (4)                     |   |   |  |   |       |                 | 59,640   | D  |   |
| Common<br>Stock                      |   |   |  |   |       |                 | 1,270  | I  | Spouse as<br>Trustee<br>for Son                       |
| Common<br>Stock                      |   |   |  |   |       |                 | 1,270  | I  | Spouse as<br>Trustee                                  |

for Daughter

Common 8,342.88 (5) I 401(k)

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

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## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|                                      | itle of             | 2.  | 3. Transaction Date |   | 4.              |   | imber of | 6. Date Exercis                     |                    | 7. Title and A                        |                          |
|--------------------------------------|---------------------|---|---------------------|---|-----------------|---|----------|-------------------------------------|--------------------|---------------------------------------|--------------------------|
| Derivative<br>Security<br>(Instr. 3) |                     | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | (Month/Day/Year)    | Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | nDerivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |          | Expiration Date<br>(Month/Day/Year) |                    | Underlying Securi<br>(Instr. 3 and 4) |                          |
|                                      |                     |   |                     |   | Code V          | (A)   | (D)      | Date<br>Exercisable                 | Expiration<br>Date | Title                                 | Amo<br>or<br>Nun<br>of S |
| Sto                                  | ployee<br>ck Option | \$ 44.465   | 05/15/2013          |   | M <u>(1)</u>    |   | 30,000   | 03/31/2005                          | 02/15/2015         | Common<br>Stock                       | 30,                      |

#### **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| 1 8                            | Director      | 10% Owner | Officer | Other |  |  |  |  |
| Potter Stephen N               |               |           |         |       |  |  |  |  |

rouei Stephen N

(right-to-buy)

50 SOUTH LA SALLE STREET President NTGI

CHICAGO, IL 60603

#### **Signatures**

Paul A. Bernacki Attorney-in-Fact for Stephen N. 05/17/2013

\*\*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).
- (1) This option was exercised 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.

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- The price in Column 4 is the weighted average price. The prices actually received ranged from \$57.00 to \$57.14. Upon request, the reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.
- (4) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (**5**) as of 3-31-13

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.