NORTHERN TRUST CORP

Form 4 July 08, 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 WELSH KELLY R 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 LASALLE STREET 07/05/2013 EVP & General Counsel (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) Table	e I - Non-D	erivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y 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. Securit onor Dispos (Instr. 3, 4	ed of (` ′	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)
Common Stock	07/05/2013		M(1)	22,500	A	\$ 44.465	68,865	I	By Trust
Common Stock	07/05/2013		S(2)	22,500	D	\$ 59.95	46,365	I	By Trust
Common Stock	07/05/2013		M(1)	24,947	A	\$ 52.095	71,312	I	By Trust
Commoon Stock	07/05/2013		S(2)	24,947	D	\$ 59.95	46,365	I	By Trust
Common Stock (3)							41,179	D	

Common Stock

703.13 (4) I

By 401(k)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Employee Stock Option (right-to-buy)	\$ 44.465	07/05/2013		M <u>(1)</u>		22,500	02/15/2008	02/15/2015	Common Stock	22,
Employee Stock Option (right-to-buy)	\$ 52.095	07/05/2013		M(1)		24,947	02/21/2009	02/21/2016	Common Stock	24,

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

WELSH KELLY R

50 SOUTH LASALLE STREET **EVP & General Counsel**

CHICAGO, IL 60603

Signatures

Paul A. Bernacki, Attorney-in-Fact for Kelly R. Welsh

07/08/2013

**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 exercise was made pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.

Reporting Owners 2

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- (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 06/30/2013

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.