#### MORRISON WILLIAM L

Form 4

January 25, 2018

#### FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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 30(h) of the Investment Company Act of 1940

response...

*See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MORRISON WILLIAM L	2. Issuer Name <b>and</b> 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	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2017	Director 10% Owner Officer (give title Other (specify below) Vice Chairman			
(Street)	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			
CHICAGO, IL 60603		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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price				5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/15/2017		F	133 (1)	` ´		63,701 (2)	D		
Common Stock	01/23/2018		A	25,853	A	\$ 106.71	89,554 (2)	D		
Common Stock	01/23/2018		F	9,090	D	\$ 106.71	80,464 (2)	D		
Common Stock							1,200	I	By Spouse	
Common Stock							350	I	By Children	

Common Stock 2,545.32 I 401(k) as of 12-31-17

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

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SEC 1474

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## 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. Transa Code (Instr.		5. DiNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MORRISON WILLIAM L 50 SOUTH LASALLE STREET CHICAGO, IL 60603

Vice Chairman

#### **Signatures**

Bradley R. Gabriel, Attorney-in-Fact for William L. Morrison

01/25/2018

Date

\*\*Signature of Reporting Person

#### **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 shares withheld to satisfy tax withholding obligations related to previously reported stock units.
- (2) Includes 57,687 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

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

Reporting Owners 2

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