

Cohodes Jeffrey D.
Form 4
February 12, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cohodes Jeffrey D.

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)
02/12/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

CHICAGO, IL 60603

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	02/12/2018		M		5,084	A	\$ 60.85
Common Stock	02/12/2018		M		6,898	A	\$ 58.25
Common Stock	02/12/2018		S		6,200	D	\$ 98.33 (1)
Common Stock	02/12/2018		S		5,282	D	\$ 99.12 (2)
	02/12/2018		S		500	D	

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Common Stock	\$ 100 <u>(3)</u>			
Common Stock	3,809.77	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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(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 (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)	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 60.85	02/12/2018		M	5,084	<u>(4)</u> 02/10/2024	Common Stock	5,084
Employee Stock Option (right-to-buy)	\$ 58.25	02/12/2018		M	6,898	<u>(5)</u> 02/16/2026	Common Stock	6,898

Reporting Owners

Reporting Owner Name / Address	Relationships
Cohodes Jeffrey D. 50 SOUTH LASALLE STREET CHICAGO, IL 60603	Director 10% Owner Officer Executive Vice President

Signatures

Bradley R. Gabriel, Attorney-In-Fact for Jeffrey D. Cohodes	02/12/2018
**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).
- (1) Price reflects the weighted average sales price from \$97.81 to \$98.80. Information regarding the number of shares sold at each separate price will be provided by the reporting person upon request.
- (2) Price reflects the weighted average sales price from \$98.83 to \$99.76. Information regarding the number of shares sold at each separate price will be provided by the reporting person upon request.
- (3) Price reflects the weighted average sales price from \$99.87 to \$100.15. Information regarding the number of shares sold at each separate price will be provided by the reporting person upon request.
- (4) This option became exercisable in four equal annual installments beginning 2/10/2015.
- (5) This option becomes exercisable in four equal annual installments beginning 2/16/2017.

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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