MCCORMACK ROBERT C

Form 4 July 22, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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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 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 * MCCORMACK ROBERT C			2. Issuer Name and Ticker or Trading Symbol NORTHERN TRUST CORP [NTRS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) 50 SOUTH L	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/18/2008	_X_ Director 10% Owner Officer (give title below) Other (specify below)
CHICAGO, I	(Street) L 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 Acc	quired, Disposed of, or Beneficially Owned

(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. Transactic Code (Instr. 8)	4. Securit ord 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	07/18/2008		S	46,500	D	\$ 77.3489	1,327,552	I	By Trust
Common Stock	07/18/2008		S	20,000	D	\$ 77.3489	1,036,400	I	By Trust
Common Stock	07/21/2008		S	20,000	D	\$ 78	1,373,159	I	By Trust
Common Stock (5)							6,403 (6)	D	
							315,518 <u>(6)</u>	I	

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Common Stock			By Trust
Common Stock	106,400	I	By Trust
Common Stock	24,851	I	By Spouse

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

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SEC 1474

(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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amour Underl Securit (Instr. :	nt of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title 1	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner rune / runess	Director	10% Owner	Officer	Other			
MCCORMACK ROBERT C 50 SOUTH LASALLE STREET CHICAGO, IL 60603	X						

Signatures

Paul A. Bernacki Attorney-In-Fact for Robert C. 07/22/2008 McCormack

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$76.98 to \$77.97. Upon request, the (1) 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.
- (2) These shares are held in a trust for the benefit of Mr. McCormack's brother. Mr. McCormack is a co-trustee of the trust. Reporting person disclaims beneficial ownership.
- (3) These shares are held in a trust for the benefit of Mr. McCormack's sister-in-law. Mr. McCormack is a co-trustee of the trust. Reporting person disclaims beneficial ownership.
- (4) These shares are held in a trust of which Mr. McCormack is a co-trustee and beneficiary. Mr. McCormack's sons have the remainder interest in the trust.
- (5) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (6) On April 15, 2008, 1,244 previously reported stock units vested as shares of common stock. The total on Table I Column 5 Lines 6 and 7 reflect the vesting of these units and the deposit of these shares to the reporting person's revocable trust.
- (7) These shares are held in a revocable trust of which Mr. McCormack is a co-trustee and beneficiary.
- (8) These shares are held in a trust for the benefit of Mr. McCormack's sister-in-law. Mr. McCormack is a co-trustee of the trust. Reporting person disclaims beneficial ownership.

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.