Potter Stephen N Form 4 October 23, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

NORTHERN TRUST CORP

Symbol

[NTRS]

1(b).

(Print or Type Responses)

Potter Stephen N

1. Name and Address of Reporting Person *

See Instruction

(Last)	(First) (1		of Earliest Transaction	Director X Officer (giv	e title Other (specify		
50 SOUTH	LA SALLE STR		(Day/Year) 2012	below)	below) /President NTGI		
	(Street)	4. If An	nendment, Date Original	6. Individual or Joint/Group Filing(Check			
CHICAGO	, IL 60603	Filed(M	onth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tal	ble I - Non-Derivative Securities Ac	quired, Disposed o	of, or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)		
Common Stock (1)	10/19/2012		F 1,678 D \$ 47.72	59,956 (2)	D		
Common Stock				32,911	I By Trust		
Common Stock				1,270	Spouse as Trustee for Son		
Common Stock				1,270	I Spouse as Trustee for Daughter		
				8,356 <u>(3)</u>	I 401(k)		

Common Stock

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	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	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Potter Stephen N

50 SOUTH LA SALLE STREET EVP/President NTGI

CHICAGO, IL 60603

Signatures

Paul A. Bernacki Attorney-in-Fact for Stephen N.
Potter 10/19/2012

**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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- On October 19, 2012, 7,523 already reported and vested stock units, granted on July 21, 2009, were distributed to the reporting person, (2) 2,242 stock units were distributed to the reporting person as common stock of NTRS; 1,678 stock units were withheld in payment of Federal, State and Medicare taxes and 3,603 were deferred.

Reporting Owners 2

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(**3**) as of 9-30-12

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.