

Potter Stephen N
Form 4
May 17, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Potter Stephen N

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 LA SALLE STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2013

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
President NTGI

CHICAGO, IL 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 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)
Common Stock	05/15/2013		M ⁽¹⁾	30,000 A	\$ 44.465	62,911 I	By Trust
Common Stock	05/15/2013		S ⁽²⁾	30,000 D	\$ 57.02 (3)	32,911 I	By Trust
Common Stock ⁽⁴⁾					59,640	D	
Common Stock					1,270	I	Spouse as Trustee for Son
Common Stock					1,270	I	Spouse as Trustee

for
DaughterCommon
Stock8,342.88 ⁽⁵⁾ I

401(k)

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of S
Employee Stock Option (right-to-buy)	\$ 44.465	05/15/2013		M ⁽¹⁾	30,000	03/31/2005 02/15/2015	Common Stock 30,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Potter Stephen N 50 SOUTH LA SALLE STREET CHICAGO, IL 60603	President NTGI

Signatures

Paul A. Bernacki Attorney-in-Fact for Stephen N.
Potter 05/17/2013

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

(2) This sale was made pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.

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The price in Column 4 is the weighted average price. The prices actually received ranged from \$57.00 to \$57.14. Upon request, the

- (3) 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.
- (4) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (5) as of 3-31-13

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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