

NORTHERN TRUST CORP  
Form 4  
July 08, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**WELSH KELLY R**

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)  
**07/05/2013**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP & General Counsel**

**CHICAGO, IL 60603**

(City) (State) (Zip)

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

**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 (D) Price			
Common Stock	07/05/2013		M <sup>(1)</sup>	22,500 A \$ 44.465	68,865	I	By Trust
Common Stock	07/05/2013		S <sup>(2)</sup>	22,500 D \$ 59.95	46,365	I	By Trust
Common Stock	07/05/2013		M <sup>(1)</sup>	24,947 A \$ 52.095	71,312	I	By Trust
Common Stock	07/05/2013		S <sup>(2)</sup>	24,947 D \$ 59.95	46,365	I	By Trust
Common Stock <sup>(3)</sup>					41,179	D	

Common Stock 703.13 <sup>(4)</sup> I By 401(k)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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. 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 of Underlying Security (Instr. 3 and 4)	Amount or Number of S
Employee Stock Option (right-to-buy)	\$ 44.465	07/05/2013		M <sup>(1)</sup>	22,500	02/15/2008 02/15/2015	Common Stock	22,
Employee Stock Option (right-to-buy)	\$ 52.095	07/05/2013		M <sup>(1)</sup>	24,947	02/21/2009 02/21/2016	Common Stock	24,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELSH KELLY R 50 SOUTH LASALLE STREET CHICAGO, IL 60603			EVP & General Counsel	

## Signatures

Paul A. Bernacki, Attorney-in-Fact for Kelly R. Welsh 07/08/2013  
 \*\*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 exercise was made pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.

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- (2) This sale was made pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.
- (3) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (4) as of 06/30/2013

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.