

MCCORMACK ROBERT C
 Form 4
 July 28, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 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) (First) (Middle)
 50 S. LA SALLE ST.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/27/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

CHICAGO, IL 60675
 (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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	07/27/2005		S	2,000	D	\$ 51.004	84,768	I	GRAT
Common Stock	07/27/2005		S	1,933	D	\$ 51	82,835	I	GRAT
Common Stock	07/28/2005		S	400	D	\$ 51.0767	82,435	I	GRAT
Common Stock	07/28/2005		S	1,657	D	\$ 51.0528	80,778	I	GRAT
Common Stock	07/28/2005		S	1,609	D	\$ 51.0554	79,169	I	GRAT

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Common Stock	07/28/2005	S	2,266	D	\$ 51.1	76,903	I	GRAT
Common Stock	07/28/2005	S	1,666	D	\$ 51.126	75,237	I	GRAT
Common Stock	07/28/2005	S	1,666	D	\$ 51.117	73,571	I	GRAT
Common Stock	07/28/2005	S	1,666	D	\$ 51.0495	71,905	I	GRAT
Common Stock	07/28/2005	S	1,733	D	\$ 51.0908	70,172	I	GRAT
Common Stock	07/28/2005	S	1,711	D	\$ 51.0186	68,461	I	GRAT
Common Stock	07/28/2005	S	1,621	D	\$ 51.0211	66,840	I	GRAT
Common Stock	07/28/2005	S	72	D	\$ 51	66,768	I	GRAT
Common Stock	07/27/2005	S	1,000	D	\$ 51.004	269,332	I	RCM 1967 Trust
Common Stock	07/27/2005	S	967	D	\$ 51	268,365	I	RCM 1967 Trust
Common Stock	07/28/2005	S	200	D	\$ 51.0767	268,165	I	RCM 1967 Trust
Common Stock	07/28/2005	S	829	D	\$ 51.0528	267,336	I	RCM 1967 Trust
Common Stock	07/28/2005	S	805	D	\$ 51.0554	266,531	I	RCM 1967 Trust
Common Stock	07/28/2005	S	1,134	D	\$ 51.1	265,397	I	RCM 1967 Trust
Common Stock	07/28/2005	S	834	D	\$ 51.126	264,563	I	RCM 1967 Trust
Common Stock	07/28/2005	S	834	D	\$ 51.117	263,729	I	RCM 1967 Trust
Common Stock	07/28/2005	S	834	D	\$ 51.0495	262,895	I	RCM 1967 Trust
Common Stock	07/28/2005	S	867	D	\$ 51.0908	262,028	I	RCM 1967 Trust
Common Stock	07/28/2005	S	856	D	\$ 51.0186	261,172	I	RCM 1967 Trust
Common Stock	07/28/2005	S	812	D	\$ 51.0211	260,360	I	RCM 1967 Trust
	07/28/2005	S	28	D	\$ 51	260,332	I	

Common Stock							RCM 1967 Trust
Common Stock				30,851	I		Spouse
Common Stock				1,592,952	I		By Trust ⁽¹⁾
Common Stock				1,494	I		McCormack LLC
Common Stock				1,076,400	I		By Trust ⁽²⁾

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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
MCCORMACK ROBERT C 50 S. LA SALLE ST. CHICAGO, IL 60675	X			

Signatures

Eileen C. Ratzka POA for Robert C. McCormack
07/28/2005

__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) These shares are held in a trust for the benefit of Mr.McCormack's brother. Mr. McCormack is a co-trustee of the trust.
- (2) These shares are held in a trust for the benefit of Mr. McCormack's sons. Mr. McCormack is a co-trustee of the trust.

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.