

NORTHERN TRUST CORP  
 Form 4  
 July 18, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
 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)  
 07/16/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 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)  
 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                    | 07/16/2013                           |  | M <sup>(1)</sup>               | 1,150 A   | \$ 52.095 34,061  | I  | By Trust  |
| Common Stock                    | 07/16/2013                           |  | S <sup>(2)</sup>               | 1,150 D   | \$ 62 32,911  | I  | By Trust  |
| Common Stock <sup>(3)</sup>     |                                      |  |                                |   | 59,640  | D  |   |
| Common Stock                    |                                      |  |                                |   | 1,270   | I  | Spouse as Trustee for Son                             |
| Common Stock                    |                                      |  |                                |   | 1,270   | I  | Spouse as Trustee for                                 |

|                 |                                     |
|-----------------|-------------------------------------|
|                 | Daughter                            |
| Common<br>Stock | 8,339.76 <sup>(4)</sup> I<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>of Underlying Security<br>(Instr. 3 and 4) |  |
|---|--|---|---|---|---|--|---|--|
|   |  |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable<br>Expiration<br>Date                      | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock Option<br>(right-to-buy)          | \$ 52.095  | 07/16/2013                              |   | M <sup>(1)</sup>                        | 1,150   | 02/21/2007<br>02/21/2016                                       | Common<br>Stock   | 1,150                                  |

## Reporting Owners

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

## Signatures

|  |            |
|--|------------|
| Paul A. Bernacki Attorney-in-Fact for Stephen N.<br>Potter | 07/18/2013 |
| __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.

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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 6-30-13

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.