#### NORTHERN TRUST CORP

Form 4 April 23, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* POWELL CHARLES D

2. Issuer Name and Ticker or Trading

Symbol

NORTHERN TRUST CORP [NTRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(C:tr.)

(First)

(Ctota)

(Middle)

(7:-

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner

Officer (give title \_\_X\_ Other (specify below) below) Advisory Director

50 SOUTH LASALLE STREET, M9 04/21/2015

(Street) 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

CHICAGO, IL 60603

(City)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D)				5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any (Month/Day/Voor)	Code (Instr. 3, 4 and 5)			5)	Beneficially Owned	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)  Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	04/21/2015		M	497	A	(1)	497 (2)	D	
Common Stock	04/21/2015		D	497	D	\$ 71.83	0 (2)	D	

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

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# 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. Transacti Code (Instr. 8)	5. Number of ctionDerivative Securities (b) 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. Pr Deriv Secu (Instr
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units (3)	(1)	04/21/2015		M		497	<u>(2)</u>	(2)	Common Stock	497	9
Stock Units	(1)	04/21/2015		A	1,530		<u>(4)</u>	<u>(4)</u>	Common Stock	1,530	\$

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

POWELL CHARLES D

50 SOUTH LASALLE STREET

Advisory Director

CHICAGO, IL 60603

## **Signatures**

Bradley R. Gabriel, Attorney-in-Fact for Charles D.
Powell
04/23/2015

\*\*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) Each unit is the economic equivalent of one share of the Corporation's common stock and is settled in cash upon vesting.
- (2) 497 stock units vested on April 21, 2015 and were paid in cash to the Advisory Director. This form reports such settlement in cash as the deemed conversion of units and immediate disposition of underlying common stock in accordance with SEC guidance.
- (3) Erroneously reported as "Common Stock" on Form 4 filed on January 8, 2015.
- (4) The stock units will be paid in cash to the Advisory Director upon the date of the Corporation's 2016 Annual Meeting of Stockholders.

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.

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