NORTHERN TRUST CORP

Form 4

January 21, 2016

FORM 4

Check this box

if no longer

Section 16.

subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

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)

(Last)

(C:+-)

1. Name and Address of Reporting Person * Schreuder Jana R

50 SOUTH LASALLE STREET

(Ctota)

(7:-

2. Issuer Name and Ticker or Trading Symbol

NORTHERN TRUST CORP [NTRS]

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

01/19/2016

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Issuer

(Check all applicable)

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

below) COO

6. Individual or Joint/Group Filing(Check

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60603

(City)	(State)	(Zip) Tabl	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. Transactic Code (Instr. 8)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		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	01/19/2016		A	18,979	` ´	\$ 0	54,998 (1)	D		
Common Stock	01/19/2016		F	6,471	D	\$ 64.43	36,019 (1) (2)	D		
Common Stock							39,879 (2) (3)	I	By Trust	
Common Stock							9,213 (3)	I	2012 GRAT	
Common Stock							5,757	I	2015 GRAT	

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401(k) as Common 10,041.69 I of Stock 12-31-15

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title		3. Transaction Date		4.	5.	6. Date Exer		7. Title and		
Deriva		(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount of		
Securit	y or Exercise		any	Code	of	(Month/Day	/Year)	Underlying	Security	Secui
(Instr. :	3) Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3 and	d 4)	Owne
	Security				Acquired					Follo
	,				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					` ′					(IIISti
					(Instr. 3,					
					4, and 5)					
								Amo	ount	
								or	, 64110	
							Expiration	Title Num	har	
							Date		1001	
								of		
				Code V	(A) (D)			Shar	es	

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			

Schreuder Jana R

50 SOUTH LASALLE STREET COO

CHICAGO, IL 60603

Signatures

Bradley R. Gabriel, Attorney-in-Fact for Jana R. 01/21/2016 Schreuder

> **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) Includes 36,019 shares representing stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) Reflects the transfer of 12,508 shares directly held by the reporting person to the reporting person's existing trust account.

(3)

Reporting Owners 2

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Reflects the August 3, 2015 distribution of 1,333 shares from the reporting person's grantor retained annuity trust to the reporting person's existing trust as an annuity payment in accordance with the terms of the GRAT instrument.

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.