

WADDELL FREDERICK H
Form 4
February 13, 2019

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 *
WADDELL FREDERICK H

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 LASALLE ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2018

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

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 Ownership (Instr. 4)
Common Stock	08/03/2018		G	V 48 D	\$ 0 137,592 ⁽¹⁾ ⁽²⁾	I	By Trust
Common Stock					188,065 ⁽²⁾ ⁽³⁾	D	
Common Stock					21,775 ⁽²⁾	I	2016-1 GRAT
Common Stock					16,481 ⁽²⁾ ⁽⁴⁾	I	2016-2 GRAT
Common Stock					26,974 ⁽²⁾	I	2017-1 GRAT

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Common Stock	17,922 <u>(2)</u> <u>(4)</u>	I	2017-2 GRAT
Common Stock	48,090 <u>(2)</u>	I	2018 GRAT
Common Stock	13,785 <u>(2)</u>	I	By Spouse
Common Stock	35,668.85 <u>(2)</u>	I	401(k) as of 12-31-18

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. 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
WADDELL FREDERICK H 50 S LASALLE ST CHICAGO, IL 60603	X		Chairman	

Signatures

Bradley R. Gabriel, Attorney-in-Fact for Frederick H. Waddell 02/13/2019

__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) Reflects a January 26, 2017 gift of 63 shares, which had been previously reported as a gift of 36 shares.
- (2) Transactions not required to be reported pursuant to Section 16(a) of the Securities Exchange Act of 1934 following the reporting person's retirement as a director and executive officer of the issuer effective January 23, 2019 are not reflected on this Form 4.
- (3) Includes 187,945 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
Reflects the October 26, 2017 distribution of 5,661 shares from the reporting person's 2016-2 grantor retained annuity trust to the
- (4) reporting person's existing trust as an annuity payment in accordance with the terms of the GRAT instrument, which had been previously reported as a distribution from the reporting person's 2017-2 GRAT.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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