#### NORTHERN TRUST CORP

Form 4

August 27, 2014

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name an	g Person * 2. Iss	ıer Name <b>a</b> ı	nd Ticker or Trading	5. Relationship of Reporting Person(s) to					
Bowman	Biff	Symbo	ι ΓHERN Τ	RUST CORP	Issuer (Che	ck all applicab	le)		
(Last)	(First)	(Middle) 3. Date	of Earliest	Transaction	Director	10			
		(Month	/Day/Year)		_X_ Officer (giv below)	below)	ner (specify		
50 S. LA	SALLE STREET	08/25	/2014		· · · · · · · · · · · · · · · · · · ·	e Vice Preside	nt, HR		
	(Street)	4. If A	nendment, l	Date Original	6. Individual or Joint/Group Filing(Check				
	Filed(N	Ionth/Day/Ye	ear)	Applicable Line)					
					_X_ Form filed by	1 0			
CHICAG	O, IL 60603				Form filed by Person	More than One I	Reporting		
(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially							
1.Title of Security	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if	3. Transacti	4. Securities Acquired ion(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Nature o		
			Transact	*		~ .			

. •		Tau	1e 1 - Noll-	Derivative	Secu	riues Acqu	ineu, Disposeu o	i, or beneficia	my 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)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	ccurities Ownership eneficially Form: wned Direct (D)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	08/25/2014		M(1)	3,023	A	\$ 52.095	20,242	D	
Common Stock	08/25/2014		S <u>(1)</u>	3,023	D	\$ 68.95	17,219	D	
Common Stock (2)							27,422	D	
Common Stock							547.63	I	401(k) as of 6-30-2014

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

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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. Transactic Code (Instr. 8)	5. Number proof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Employee Stock Option (right-to-buy)	\$ 52.095	08/25/2014		M <u>(1)</u>	3,023	(3)	02/21/2016	Common Stock	3,023

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bowman Biff

50 S. LASALLE STREET CHICAGO, IL 60603 Executive Vice President, HR

### **Signatures**

Nicholas Tipsord, Attorney-in-Fact for S. Biff Bowman

08/27/2014

\*\*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 transaction was effected pursuant to a trading plan adopted in accordance with SEC Rule 10b5-1.
- (2) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (3) These options became exercisable in four equal annual installments beginning on 2/21/2007.

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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