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NORTHERN TRUST CORP

Form 4 January 31, 2003

FORM 4

X Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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> Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and A Eddy David L			Name and			Person(s)	to Issuer (Check all applicable)					
(Last) (First) (Middle) Northern Trust Corporation 50 S La Salle St				epoi	Identificat ting Perso ity (volunta	n,		4. Statement for Month/Day/Year 01/30/03	10% Ownord May Officer Other (spe	Director		
(Street) Chicago, IL 60675								5. If Amendment, Date of Original (Month/Day/Year)	7. Individu (Check Ap X Form fil Person Form fil Reporting	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Cit	-/	(Zip)						Securities Acquired, Dis	osed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/	Execution and Date,	3. Tranaction Code (Instr.		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			Beneficially Owned Follow-		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Year)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)	(I) (Instr. 4)			
Common Stock	01/30/03		M		7000	A	\$9.4219					
Common Stock	01/30/03		F		1903	D	\$34.64	l				
Common Stock	01/30/03		S		100	D	\$34.51					
Common Stock	01/30/03		S		1900	D	\$34.52					
Common Stock	01/30/03		S		500	D	\$34.57	85906	D			
Common Stock								400	I	By self as custodian for daughter		
Common Stock								400	I	By self as custodian for daughter		
Common Stock								400	I	By self as custodian for daugher		

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Common Stock				33670 <u>(1)</u>	I	401(k)
Common Stock				11346(2)	I	ESOP

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

			_	_									
2. Conver-	3. Trans-	3A.	4.	5.		6. Date Exerc	Date Exercisable		7. Title and		9. Number of	10.	11. Nature
sion or	action	Deemed	Trans-	Nun	nber	and Expiratio	n	Amount of		Derivative	Derivative	Owner-	of Indirect
Exercise	Date	Execution	action	of		Date		Underlying		Security	Securities	ship	Beneficial
Price of		Date,	Code	Der	ivativ	(Month/Day/		Securities		(Instr. 5)	Beneficially	Form	Ownership
Derivative	(Month/	if any		Seci	,			(Instr. 3 & 4)			Owned	of Deriv-	(Instr. 4)
Security	Day/	(Month/	(Instr.	Acq	uired			Ì	,				
	Year)	Day/	8)									Security:	
		Year)	- /	` /							*	-	
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				(-	- /						(IIISu. 4)	` ′	
				(Ins	tr 3								
				`	,							(I)	
			a . l.	-	r -				1.			(Instr 4)	
			Code	(A)	(D)		. ~	Title	Amount			(IIIStr. 1)	
						Exer-cisable	tion		or				
							Date		Number				
									of				
									Shares				
\$9.4219	01/30/03		M		7000	9/20/96	9/20/04	Common	7000		17478	D	
								Stock					
	sion or Exercise Price of Derivative Security	sion or action Exercise Date Price of Derivative (Month/ Security Day/ Year)	Exercise Date Execution Price of Date, Derivative (Month/ if any Security Day/ (Month/ Year) Day/	sion or action Deemed Exercise Date Execution Date, Code Derivative Security Pear) Security Day/ (Month/ Year) Code V	sion or action Deemed Exercise Date Execution Date, Code Derivative Security Par) Price of Date, Code Derivative (Month/ Security Year) Day/ Year) Month/ (Instr. Acq Day/ Year) Month/ Year) Code V (A)	sion or Exercise Date Date Execution Date, Price of Derivative (Month/ Year) Day/ Year) Security Day/ Year) Day/ Year) Day/ Year) Day/ Year) Day/ Year) Day/ Year) Code Derivative Securities Securities (A) or Disposed of (D) (Instr. 3, 4 & 5) Code V (A) (D)	sion or Exercise Date Date Execution Date Date Date, Price of Derivative Security Pear) Day/ Year) Day/ Year) Code Derivative (Month/Day/ Securities Year) (Instr. Acquired Of Date Date Date (Month/Day/ Securities Year) (Instr. Acquired Of Date Date Date Date Date (Month/Day/ Securities Year) (Instr. Acquired Of Date Date Date Date Date Date Date Date	sion or Exercise Date Date Execution Date, Price of Derivative Security Pear) Security Par) Security Poly/Year) Security Poly/Year) Securities Price of Date, If any Securities Price of Date, (Month/Day/Securities Price) Securities Price of Date Derivative (Month/Day/Securities Price) Securities Price of Date Date (Month/Day/Securities Price) Securities Price of Date (Month/Day/Securitie	sion or Exercise Date Date Execution Date, Price of Date, Derivative Security Pear) Day	sion or Exercise Price of Date Price of Date, Pearly Year) Security Security Code Derivative (Month/ Day/ Year) Code Derivative (Month/ Day/ Year) Code Derivative (Month/ Day/ Year) (Instr. Acquired Note) (Instr. 3, 4 & 5) Code V (A) (D) Date Exercisable Exercisable Exercisable Final Date Final	sion or Exercise Date Execution Date Execution Date Execution Date Execution Date Date	sion or Exercise Date Execution Date, Derivative Month/Day/ Securities Securities Securities Securities Securities (Instr. 3 & 4) Security Pear) Day/ Year) Month/ Year) Code Derivative Month/Day/ Securities Securities Securities Securities Securities (Instr. 3 & 4) Month/ Year) Month/ Year) Amount of Underlying Security Securities (Instr. 3 & 4) Month/Day/ Securities Securities (Instr. 3 & 4) Month/Day/ Securities Securities (Instr. 3 & 4) Month/Day/ Securities (Instr. 3 & 4) Month/Day/ Securities (Instr. 3 & 4) Month/Day/ Securities (Instr. 3 & 4) Month/Day/ Securities Securities (Instr. 3 & 4) Month/Day/ Securities (Instr.	sion or Exercise Price of Date Price of Date Price of Derivative Security Security Security Security Security Security Price of Date Part of Date Price of D

Explanation of Responses:

(1) as of 12/31/02

(2) as of 12/31/01

(3) with tandem tax withholding right

By: /s/ Eileen C. Ratzka (POA)
David L. Eddy

01/31/03 Date

**Signature of Reporting Person

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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^{*} 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).