

NORTHERN TRUST CORP

Form 4

February 20, 2003

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

☐ 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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response: . .0.5

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

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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Winter, Alison A.			Northern Trust Corporation NTRS				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President/PFS-MW			
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				4. Statement for Month/Day/Year			
Northern Trust Corporation							02/18/03			
50 S La Salle St										
(Street)							5. If Amendment, Date of Original (Month/Day/Year)			
Chicago, IL 60675							7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock ⁽¹⁾	02/18/03		A		6000	A				
Common Stock							I	By Winter Family Trust		
Common Stock							I	By Winter Family Trust		
Common Stock							I	By Winter Family Trust		
Common Stock							I	By trust for son		
Common Stock							I	By trust for daughter		
Common Stock							I	401(k)		
Common Stock							I	ESOP		

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

FORM 4 (continued) 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 & 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Option (right to buy) ⁽⁴⁾	\$32.615	02/18/03		A		4600	08/18/03	02/18/13	Common Stock	4600		239861	D	
Common Stock Option (right to buy) ⁽⁴⁾	\$32.615	02/18/03		A		16666	02/18/04	02/18/13	Common Stock	16666			D	
Common Stock Option (right to buy) ⁽⁴⁾	\$32.615	02/18/03		A		16667	02/18/05	02/18/13	Common Stock	16667			D	
Common Stock Option (right to buy) ⁽⁴⁾	\$32.615	02/18/03		A		16667	02/18/06	02/18/13	Common Stock	16667		289861	D	
Common Stock Award ⁽⁴⁾									Common Stock	16000		16000	D	

Explanation of Responses:

(1) Represents stock units payable automatically in common stock on a 1-for-1 basis.

(2) as of 02/04/03

(3) as of 12/31/02

(4) with tandem tax withholding right

By: /s/ **Eileen C. Ratzka (POA)**

Alison A. Winter

**Signature of Reporting Person

02/18/03

Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Edgar Filing: NORTHERN TRUST CORP - Form 4

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, See Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.