#### NORTHERN TRUST CORP

Form 4/A January 23, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

Symbol

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

WADDELL FREDERICK H

			NORTHERN TRUST CORP [NTRS]						(Check all applicable)			
(Last) 50 S. LA S	(First) ALLE ST.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/19/2007					_	_X_ Director 10% OwnerX_ Officer (give title Other (specify below) President and COO			
CHICAGO	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year) 01/23/2007					1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
								Ī	Person			
(City)	(State)	(Zip)	Tab	le I - N	on-l	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		n Date, if	3. Transa Code (Instr.	8)	4. Securi omr Dispo (Instr. 3,	sed of		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	01/19/2007			M		3,532	A	\$ 28.3125	115,503	I	By Trust	
Common Stock	01/19/2007			F		1,650	D	\$ 60.575	113,853	I	By Trust	
Common Stock									864	D		
Common Stock									370	I	By Son	
Common Stock									370	I	By Son	

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Common Stock	14,475	I	By Spouse
Common Stock (1)	75,286	D	
Common Stock	28,069 (2)	I	401(k)

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

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.

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securition	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Employee Stock Option (right-to-buy)	\$ 28.3125	01/19/2007		M	3,532	09/16/1999	09/16/2007	Common Stock	3,53

# **Reporting Owners**

Reporting Owner Name / Address	Relationships								
• 0	Director	10% Owner	Officer	Other					
WADDELL FREDERICK H 50 S. LA SALLE ST. CHICAGO, IL 60603	X		President and COO						
Signatures									
Eileen C. Ratzka POA for Fred Waddell		01/23/2007							
**Signature of Reporting Pers	on.		Date						

Reporting Owners 2

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## **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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) as of 12/31/2006

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.