#### NORTHERN TRUST CORP

Form 4

February 16, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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**OMB APPROVAL** 

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A Bowman B	Address of Reporting iff	Syn NC	. Issuer Name <b>and</b> Ticker or Trading mbol ORTHERN TRUST CORP TRS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)							
(Last) 50 S. LASA	(First) (	(Mo	Date of Earliest Transaction Ionth/Day/Year) 2/11/2016	Director 10% Owner Officer (give title Other (specify below)							
	(Street)		If Amendment, Date Original ed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person							
CHICAGO	, IL 60603			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)	e 2A. Deemed Execution Datany (Month/Day/Y	Code (Instr. 3, 4 and 5) Year) (Instr. 8)  (A) or Code V Amount (D) Price	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)							
Stock	02/11/2016		F 1,471 D 55.15	5 56,434 (1) (2) D							
Common Stock				550.3 I 401(k) as of							

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

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12-31-15

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N	r Jumber		
						Exercisable					
				C + V	(A) (D)			0			
				Code V	(A) (D)			S	hares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

**Bowman Biff** 

50 S. LASALLE STREET Chief Financial Officer

CHICAGO, IL 60603

### **Signatures**

Bradley R. Gabriel, Attorney-in-Fact for Biff 02/16/2016 Bowman

> \*\*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).
- On February 11, 2016, 3,559 already reported stock units, granted on February 11, 2013, vested. Of this amount, 1,471 were withheld in payment of Federal, State and Medicare taxes and the remaining 2,088 were distributed to the reporting person as shares of common **(1)**
- (2) Includes 21,278 shares representing stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

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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