### NORTHERN TRUST CORP

Form 4

Common

Stock

February 16, 2016

FORM 4 UNITED STATES SECURITIES AND EVCHANCE COMMISSION										OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549  Check this box								OMB Number:	3235-0287			
if no long	ger	AENTE OF	CHAN	VOEC IN	i Diakita	EIGI	AL OW	VEDCIJID OF	Expires:	January 31, 2005		
subject to Section 1 Form 4 c	16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated burden ho response.	d average ours per		
Form 5 obligations may continue.  See Instruction 1(b).  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												
(Print or Type Responses)												
Pembleton Susan Gillian Syn			Symbol	er Name an			_	5. Relationship of Reporting Person(s) to Issuer				
NOR [NTF				HERN T	RUST C	ORP		(Check all applicable)				
(Last) (First) (Middle) 50 SOUTH LASALLE STREET			3. Date of Earliest Transaction (Month/Day/Year) 02/11/2016					Director 10% Owner Section Other (specify below) below)  EVP, Human Resources				
				endment, Donth/Day/Yea		nal		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
							Form filed by M	More than One Reporting				
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Secı	ırities Acq	uired, Disposed o	f, or Benefici	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Day/Year)  2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	02/11/2016			F	265	D	\$ 55.155	15,682 (1) (2)	D			

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 (9-02)

I

1,880

UK Employee Share

Ownership

Plan as of 12/31/2015

### Edgar Filing: NORTHERN TRUST CORP - Form 4

required to respond unless the form displays a currently valid OMB control number.

# 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 a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	nNumber Expiration Date		ate	Amount	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)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration Date	or Title Number			
						Exercisable					
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			S	hares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pembleton Susan Gillian 50 SOUTH LASALLE STREET CHICAGO, IL 60603

EVP, Human Resources

## **Signatures**

Bradley R. Gabriel, Attorney-in-Fact for Susan Gillian Pembleton

02/16/2016

\*\*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) On February 11, 2016, 563 already reported stock units, granted on February 11, 2013, vested. Of this amount, 265 were withheld in payment of Federal, State and Medicare taxes.
- (2) Includes 8,585 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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