

Schreuder Jana R
Form 4
August 07, 2017

FORM 4

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

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 OF
SECURITIES**

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schreuder Jana R

2. Issuer Name **and** Ticker or Trading
Symbol
NORTHERN TRUST CORP
[NTRS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
50 SOUTH LASALLE STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
COO

CHICAGO, IL 60603

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	08/03/2017		G	V 5,538 D \$ 0	1,791 ⁽¹⁾	I	2012 GRAT
Common Stock	08/03/2017		G	V 5,538 A \$ 0	5,538 ⁽¹⁾	I	By Child
Common Stock	08/07/2017		S	5,538 D \$ ⁽²⁾ 88.33 0		I	By Child
Common Stock					22,428 ⁽¹⁾	I	By Trust
Common Stock					43,600 ⁽³⁾	D	

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Common Stock	2,627	I	2015 GRAT
Common Stock	12,612	I	2016 GRAT
Common Stock	12,508	I	2017 GRAT
Common Stock	10,018.09	I	401(k) as of 6-30-17

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Schreuder Jana R 50 SOUTH LASALLE STREET CHICAGO, IL 60603	COO

Signatures

Bradley R. Gabriel, Attorney-in-Fact for Jana R.
Schreuder 08/07/2017

__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 August 3, 2017, the reporting person's grantor retained annuity trust ("GRAT") distributed 1,791 shares of the Corporation's common stock to the reporting person's existing revocable trust as an annuity payment. On such date 5,538 shares also were distributed to the reporting person's child. Each distribution was made in accordance with the terms of the GRAT instrument.
- (1) stock to the reporting person's existing revocable trust as an annuity payment. On such date 5,538 shares also were distributed to the reporting person's child. Each distribution was made in accordance with the terms of the GRAT instrument.
 - (2) Price reflects the weighted average sales price from \$88.17 to \$88.58. Information regarding the number of shares sold at each separate price will be provided by the reporting person upon request.
 - (3) Represents 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.

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