

MCCORMACK ROBERT C

Form 4

April 29, 2011

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 *
MCCORMACK ROBERT C

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)

CHICAGO, IL 60603

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
04/28/2011

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

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	04/28/2011		S		20,000	D \$ 49.7857 <u>(1)</u>	896,400	I	By Trust <u>(2)</u>
Common Stock <u>(3)</u>							8,252.28	D	
Common Stock							1,234,552	I	By Trust <u>(4)</u>
Common Stock							100,535	I	By Trust <u>(5)</u>
Common Stock							319,742	I	By Trust <u>(6)</u>

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Common Stock	1,303,159	I	By Trust (7)
Common Stock	20,851	I	By Spouse

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

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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. 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				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
MCCORMACK ROBERT C 50 SOUTH LASALLE STREET CHICAGO, IL 60603	X

Signatures

Paul A. Bernacki, Attorney-In-Fact for Robert C. McCormack

04/29/2011

__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).

The price in Column 4 is a weighted average price. The prices actually received ranged from \$49.77 to \$49.81. Upon request, the reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.

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- (2) These shares are held in a trust for the benefit of Mr. McCormack's sister-in-law. Mr. McCormack is a co-trustee of the trust. Reporting person disclaims beneficial ownership.
- (3) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (4) These shares are held in a trust for the benefit of Mr. McCormack's brother. Mr. McCormack is a co-trustee of the trust. Reporting person disclaims beneficial ownership.
- (5) These shares are held in a trust for the benefit of Mr. McCormack's sister-in-law. Mr. McCormack is a co-trustee of the trust. Reporting person disclaims beneficial ownership.
- (6) These shares are held in a revocable trust of which Mr. McCormack is a co-trustee and beneficiary.
- (7) These shares are held in a trust of which Mr. McCormack is a co-trustee and beneficiary. Mr. McCormack's sons have the remainder interest in the trust.

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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