#### NORTHERN TRUST CORP

Form 4 May 05, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Form 5

(Print or Type Responses)

Name and Address of Reporting Person *  Karpinski Jane	2. Issuer Name <b>and</b> 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	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2014	Director 10% Owner _X_ Officer (give title Other (specify below) Senior VP & Controller		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>		
CHICAGO, IL 60603		Person		

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	ve Sec	urities Acqu	ired, Disposed o	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	(A) or			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	05/02/2014		Code V M	Amount 1,004	(D)	Price \$ 54.31	3,134	D	
Common Stock	05/02/2014		M	1,496	A	\$ 54.31	4,630	D	
Common Stock	05/02/2014		S	1,004	D	\$ 60.7324	3,626	D	
Common Stock	05/02/2014		S	1,496	D	\$ 60.7324	2,130	D	
Common Stock (1)							6,155	D	

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Employee Share Common Ι 110 Ownership Stock Plan as of 12/31/2013

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. Number one 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Employee Stock Option (right-to-buy)	\$ 54.31	05/02/2014		M	1,004	(2)	07/18/2016	Common Stock	1,004
Employee Stock Option (right-to-buy)	\$ 54.31	05/02/2014		M	1,496	(3)	07/18/2016	Common Stock	1,496

## **Reporting Owners**

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

Karpinski Jane

50 SOUTH LASALLE STREET Senior VP & Controller

CHICAGO, IL 60603

**Signatures** 

Paul A. Bernacki, Attorney-in-Fact for Jane B. 05/05/2014 Karpinski

> \*\*Signature of Reporting Person Date

2 Reporting Owners

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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) These options became exercisable in four annual installments beginning 7/18/2007.
- (3) These options became exercisable in four annual installments beginning 7/18/2007.

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.