

NORTHERN TRUST CORP
Form 4
March 24, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(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)
03/20/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President/Wealth Management

CHICAGO, IL 60603

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | (A) or (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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|---|----------|
| | | | Code | V | Amount | Price | | | |
| Common Stock | 03/20/2014 | | M ⁽¹⁾ | | 10,000 | \$ 52.095 | 35,076 | I | By Trust |
| Common Stock | 03/20/2014 | | S ⁽¹⁾ | | 10,000 | \$ 65 | 25,076 | I | By Trust |
| Common Stock | 03/20/2014 | | M ⁽¹⁾ | | 10,000 | \$ 52.095 | 35,076 | I | By Trust |
| Common Stock | 03/20/2014 | | S ⁽¹⁾ | | 10,000 | \$ 66 | 25,076 | I | By Trust |
| Common Stock | 03/21/2014 | | M ⁽¹⁾ | | 12,219 | \$ 52.095 | 37,295 | I | By Trust |

Edgar Filing: NORTHERN TRUST CORP - Form 4

| | | | | | | | | |
|-----------------------------|------------|-------------------------|--------|---|-------|-----------|---|-----------------------|
| Common Stock | 03/21/2014 | <u>S</u> ⁽¹⁾ | 12,219 | D | \$ 67 | 25,076 | I | By Trust |
| Common Stock | | | | | | 11,789 | I | GRAT |
| Common Stock ⁽²⁾ | | | | | | 38,990 | D | |
| Common Stock | | | | | | 10,051.35 | I | 401(k) as of 12/31/13 |

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

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 Security (Instr. 3 and 4) | 8. Amount or Number of Underlying Securities |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Employee Stock Option (right-to-buy) | \$ 52.095 | 03/20/2014 | | <u>M</u> ⁽¹⁾ | 10,000 | 02/21/2010 02/21/2016 | Common Stock | 10,000 |
| Employee Stock Option (right-to-buy) | \$ 52.095 | 03/20/2014 | | <u>M</u> ⁽¹⁾ | 10,000 | 02/21/2010 02/21/2016 | Common Stock | 10,000 |
| Employee Stock Option (right-to-buy) | \$ 52.095 | 03/21/2014 | | <u>M</u> ⁽¹⁾ | 12,219 | 02/21/2010 02/21/2016 | Common Stock | 12,219 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schreuder Jana R 50 SOUTH LASALLE STREET | | | President/Wealth Management | |

CHICAGO, IL 60603

Signatures

Paul A. Bernacki, Attorney-in-Fact for Jana R.
Schreuder

03/24/2014

__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) This transaction was effected pursuant to a trading plan adopted in accordance with SEC Rule 10b5-1.
 - (2) 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. 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.