### Edgar Filing: BURNHAM DUANE L - Form 4

BURNHAM DU	ANE L											
Form 4												
	April 02, 2007FORM 4Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).Statement Company Act of 1934, 30(h) of the Investment Company Act of 1940							ОМВ	- 3235-028/			
if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction								Number: January 31, Expires: 2005 Estimated average burden hours per response 0.5				
(Print or Type Respo	nses)											
1. Name and Address of Reporting Person <u>*</u> BURNHAM DUANE L			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) S. LA SALLE ST.			3. Date of Earliest Transaction (Month/Day/Year) 03/30/2007					X_ Director 10% Owner Officer (give title Other (specify below) below)			
(	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 6	50675							Person	More than One Ro	eporting		
(City)	(State) (	Zip)	Table	e I - Non-De	erivative S	ecuriti	es Acc	uired, Disposed o	f, or Beneficia	lly Owned		
	Fransaction Date onth/Day/Year)	ransaction Date 2A. Deem nth/Day/Year) Execution any (Month/D		3. Transactio Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock (1)				Code V	Amount	(D)	Price	(Instr. 3 and 4) 6,402.66	D			
Common Stock								2,000	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 required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: BURNHAM DUANE L - Form 4

# 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. Transacti Code (Instr. 8)	5. Numb onof Derivativ Securitie Acquirec (A) or Disposec of (D) (Instr. 3, and 5)	Expiratio ve (Month/E s 1	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisat	Expiration le Date	Title	Amount or Number of Shares	
Stock Units	<u>(2)</u>	03/30/2007		А	436	(3)	(3)	Common Stock	436	\$ 0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
BURNHAM DUANE L								
50 S. LA SALLE ST.	Х							
CHICAGO, IL 60675								
Signatures								
Eileen C. Ratzka as POA for D Burnham	04/02/2007							
<b>**</b> Signature of Reporting Pers	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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) 1-for-1
- (3) The stock units will be paid in cash to the Director upon termination of the Director's service on the Board.
- Stock units representing the deferral of a common stock grant (1997 Northern Trust Corporation Deferred Compensation Plan for
   (4) Non-Employee Directors), deferral of the quarterly retainer, and deferral of board and committee fees pursuant to the Northern Trust Corporation Deferred Compensation Plans for Non-Employee Directors.

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.