NORTHERN TRUST CORP

Form 4 March 06, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB 3235-0287

Number:

January 31,

Expires:

2005

Estimated average

burden hours per

5. Relationship of Reporting Person(s) to

Issuer

response... 0.5

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

Symbol

1(b).

(Print or Type Responses)

FRADKIN STEVEN L

1. Name and Address of Reporting Person *

			NORTHERN TRUST CORP [NTRS]					(Check all applicable)			
(Last) (First) (Middle) 50 S. LA SALLE STREET			3. Date of (Month/Date 03/06/20	• /	insaction		Director 10% Owner Specify Delow) Delow Delow Executive Vice President & CFO				
	(Street) 4. If Amer				e Original			6. Individual or Joint/Group Filing(Check			
Filed(Mon				th/Day/Year)				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) Execution Dany (Month/Day		n Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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 (1)	03/06/2009			D	15,045	D	\$ 0	24,187	D		
Common Stock								47,086	I	By Trust	
Common Stock								8,688 (2)	I	401(k)	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.											

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number.

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. Transa Code (Instr.		5. Number of onDerivative 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	Amount or Number of Shares
Employee Stock Option (right to buy) (3)	\$ 55.39	03/06/2009		D	V		90,270	<u>(4)</u>	02/16/2019	Common Stock	90,270

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

FRADKIN STEVEN L 50 S. LA SALLE STREET CHICAGO, IL 60603

Executive Vice President & CFO

Signatures

Carlen Sellers, Attorney-in-Fact for Steven L. Fradkin

03/06/2009

**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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock. The grant of stock units reported on the Form 4 dated 2/16/09 was rescinded.
- (2) as of 12/31/2008
- (3) The grant of options reported on the Form 4 dated 2/16/09 was rescinded.
- (4) The option was exercisable in four equal installments upon the first four anniversary dates of the grant.

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.

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