

Parker Teresa  
Form 4  
February 21, 2019

**FORM 4**

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

OMB APPROVAL

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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 \*  
Parker Teresa

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 S LASALLE ST  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/19/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

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)	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	02/19/2019		F	509 D \$ 92.83	28,300 <sup>(1)</sup> <sup>(2)</sup> <sub>(3)</sub>	D	
Common Stock	02/19/2019		F	422 D \$ 92.83	27,878 <sup>(4)</sup> <sup>(5)</sup>	D	
Common Stock	02/19/2019		A	14,920 A \$ 0	42,798 <sup>(6)</sup>	D	
Common Stock	02/19/2019		F	1,554 D \$ 92.83	41,424 <sup>(7)</sup> <sup>(8)</sup>	D	
Common Stock					9,254.01	I	401(k) as of 12-31-18



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- (6) Includes 27,239 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (7) Reflects 1,554 shares withheld in payment of taxes upon the vesting of 3,280 stock units. The remaining 1,726 shares will be distributed to the reporting person as shares of common stock.
- (8) Includes 23,959 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.