Potter Stephen N Form 4 July 30, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB 3235-0287

Number:

Form filed by More than One Reporting

Person

January 31,

2005

0.5

Expires: Estimated average

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Check this box

**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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Potter Stephen N Issuer Symbol NORTHERN TRUST CORP (Check all applicable) [NTRS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 50 SOUTH LA SALLE STREET 07/29/2009 EVP/President NTGI (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

CHICAGO, IL 60603

(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. Transactio Code (Instr. 8)		4. Securities Acquired (A) onor Disposed of (D) (Instr. 3, 4 and 5)  (A) or			5. Amount of Securities 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) 30,112	D		
Common Stock	05/04/2009		G	V	460	D	\$ 0	28,761	I	By Trust	
Common Stock	07/29/2009		S		9,000	D	\$ 57.9646 (3)	19,761	I	By Trust	
Common Stock	05/04/2009		G	V	230	A	\$ 0	1,270	I	Spouse as Trustee for Son	
	05/04/2009		G	V	230	A	\$ 0	1,270	I		

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Common Spouse Stock asTrustee for

Daughter

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Common 8,340 (2) I 401(k)

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. Transa Code (Instr. 3	of Se Se (A (Di of (Ir	umber		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	
				Code	V (A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Potter Stephen N

50 SOUTH LA SALLE STREET EVP/President NTGI

CHICAGO, IL 60603

# **Signatures**

Paul A. Bernacki Attorney-in-Fact for Stephen N. 07/30/2009

\*\*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).

Reporting Owners 2

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- (1) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) as of 6-30-09
  - The price in Column 4 is a weighted average price. The prices actually received ranged from \$57.90 to \$58.08. Upon request, the
- (3) reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.

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.