MOEN TIMOTHY P

Form 4

November 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005
Estimated average

0.5

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

5 (3)

Ι

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

(Print or Type Responses)

MOEN TIMOTHY P

1. Name and Address of Reporting Person *

			NORTHERN TRUST CORP [NTRS]				(Check all applicable)				
(Last)	(First) (Middle)	3. Date of Earliest Transaction				Director 10% OwnerX_ Officer (give title Other (specify				
50 SOUTH LASALLE STREET			(Month/Day/Year) 11/03/2011				below) below) Executive Vice President				
(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,					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)	any		emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	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)		
				Code V	Amount	(D) Price	(Instr. 3 and 4)				
Common Stock							0 (1)	I	By Trust		
Common Stock							31,221 <u>(1)</u>	I	GRAT		
Common Stock (2)							47,703	D			
~											

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

401(k)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nı
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber Expiration Date		Amou	nt of	Derivative	Deri	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
		Derivative				Securities	3		(Instr.	3 and 4)		Own
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Tran
						of (D)						(Inst
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration	Title	or Number		
							Exercisable	Date	Title	of		
				Code V	(A) (D)							
					Coue v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MOEN TIMOTHY P 50 SOUTH LASALLE STREET CHICAGO, IL 60603

Executive Vice President

Date

Signatures

Paul A. Bernacki, Attorney-in-Fact for Timothy P.

Moen 11/04/2011

**Signature of Reporting Person

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).
- On November 3, 2011, 31,221 previously reported common shares of NTRS stock held in the reporting person's trust were contributed to (1) a grantor retained annuity trust (GRAT). The reporting person has a beneficial ownership in this GRAT. This change in the form of beneficial ownership of the previously reported shares is being voluntarily reported on this Form 4.
- (2) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (3) as of 9/30/2011

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.

Reporting Owners 2

9. Nu Deriv Secu 3ene Own