WADDELL FREDERICK H

Form 4

January 26, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

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

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

Symbol

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

1. Name and Address of Reporting Person *

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(Print or Type Responses)

			NORTHERN TRUST CORP [NTRS]					(Cho	eck all applicabl	e)		
(Last)	3. Date of Earliest Transaction (Month/Day/Year)						X Director 10% Owner Officer (give title Other (specify below)					
50 S. LASALLE STREET (Street)			01/24/2012						Chairman and CEO 6. Individual or Joint/Group Filing(Check			
	· · ·		4. If Amendment, Date Original Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CHICAGO,	IL 60603								Person	More than one R	eporting	
(City)	(State)	(Zip)	Table	e I - Nor	n-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction De (Month/Day/Yea	r) Executi any	emed on Date, if /Day/Year)	Code Disposed 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		Price	(Instr. 3 and 4)			
Common Stock	01/24/2012			G	V	240	D	\$0	47,001	I	By Trust	
Common Stock									69,248 <u>(1)</u>	I	By Trust	
Common Stock									57,500 (1)	I	GRAT	
Common Stock (2)									260,893	D		
Common Stock									120	D		

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Common Stock	8,710	I	By Spouse
Common Stock	31,204 (3)	I	401(k)

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

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SEC 1474

(9-02)

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

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.	8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships								
1	Director	10% Owner	Officer	Other					
WADDELL FREDERICK H 50 S. LASALLE STREET CHICAGO, IL 60603	X		Chairman and CEO						

Signatures

Paul A. Bernacki, Attorney-in-Fact for Frederick H. Waddell 01/26/2012

**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) On January 24, 2012, a distribution of 22,247 shares of the Corporation's common stock was made from one of two beneficially owned grantor retained annuity trusts. The distributed shares were transferred into the reporting person's personal trust.

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- (2) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (3) as of 12/31/11

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.