

NORTHERN TRUST CORP
 Form 4
 July 10, 2013

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 *
FRADKIN STEVEN L

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. LA SALLE STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/09/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President/C&IS

CHICAGO, IL 60603

(City) (State) (Zip)

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

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 | 07/09/2013 | | M ⁽¹⁾ | | 28,785 | A | \$ 52.095 | 94,605 | I | By Trust |
| Common Stock | 07/09/2013 | | S ⁽²⁾ | | 28,785 | D | \$ 60.95 | 65,820 | I | By Trust |
| Common Stock ⁽³⁾ | | | | | | | | 62,250 | D | |
| Common Stock | | | | | | | | 540 | I | Spouse as trustee for Daughter |
| Common Stock | | | | | | | | 540 | I | Spouse as trustee for |

| | | | | | |
|--------------|--|-------------------------|---|-----|--------|
| Common Stock | | 9,542.62 ⁽⁴⁾ | I | Son | 401(k) |
|--------------|--|-------------------------|---|-----|--------|

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

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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. Transaction Code (Instr. 8) | 5. Number of Derivative 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 Security (Instr. 3 and 4) | 8. Amount or Number of Underlying Securities |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Employee Stock Option (right-to-buy) | \$ 52.095 | 07/09/2013 | | M ⁽¹⁾ | 28,785 | 02/21/2009 02/21/2016 | Common Stock | 28,785 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRADKIN STEVEN L 50 S. LA SALLE STREET CHICAGO, IL 60603 | | | President/C&IS | |

Signatures

Paul A. Bernacki, Attorney-in-Fact for Steven L. Fradkin
07/10/2013

**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) This option was exercised pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.

(2) This sale was made pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.

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(3) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

(4) as of 06/30/2013

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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