

WADDELL FREDERICK H

Form 4

February 15, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
WADDELL FREDERICK H2. 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 STREET

(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/20124. If Amendment, Date Original
Filed(Month/Day/Year)☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO6. 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)
Common Stock ⁽¹⁾				(A) or (D)	260,893	D	
Common Stock				Code V Amount (D) Price	47,001	I	By Trust
Common Stock					79,747 ⁽²⁾	I	GRATs
Common Stock					120	D	
Common Stock					8,710	I	By Spouse

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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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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option (right-to-buy)	\$ 43.65	02/13/2012		A	160,367	⁽⁴⁾ 02/13/2022	Common Stock 160

Reporting Owners

Reporting Owner Name / Address	Relationships
	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 02/15/2012

 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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) This amount of shares of the Corporation's common stock are being held in the reporting person's grantor retained annuity trust (GRAT). The reporting person has a beneficial ownership in this GRAT.
- (3) as of 12/31/11
- (4) The option becomes exercisable in four annual installments: 40,092 on February 13, 2013; 40,092 on February 13, 2014; 40,092 on February 13, 2015 and 40,091 on February 13, 2016.

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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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