

NORTHERN TRUST CORP  
Form 8-K  
April 21, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 19, 2011

**Northern Trust Corporation**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-5965**  
(Commission  
File Number)

**36-2723087**  
(IRS Employer  
Identification No.)

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**50 South LaSalle Street, Chicago, Illinois**  
**(Address of principal executive offices)**  
**(312) 630-6000**

**60603**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) (b) The annual meeting of the stockholders of Northern Trust Corporation (the Corporation) was held on April 19, 2011 for the purposes of (i) electing 13 directors to hold office until the next annual meeting of stockholders, (ii) holding an advisory vote on executive compensation, (iii) holding an advisory vote on whether the Corporation should hold an advisory vote on executive compensation every one, two, or three years and (iv) ratifying the appointment of KPMG LLP as the Corporation's independent registered public accounting firm for the 2011 fiscal year.

All of management's nominees for director as named in the proxy statement for the meeting were elected by the votes set forth in the table below.

|                              | FOR         | WITHHELD   | BROKER<br>NON-VOTES |
|------------------------------|-------------|------------|---------------------|
| <b>Election of Directors</b> |             |            |                     |
| Linda Walker Bynoe           | 189,393,403 | 10,989,271 | 13,447,796          |
| Nicholas D. Chabraja         | 194,113,966 | 6,268,708  | 13,447,796          |
| Susan Crown                  | 192,368,180 | 8,014,494  | 13,447,796          |
| Dipak C. Jain                | 194,005,895 | 6,376,779  | 13,447,796          |
| Robert W. Lane               | 198,279,638 | 2,103,036  | 13,447,796          |
| Robert C. McCormack          | 192,298,523 | 8,084,151  | 13,447,796          |
| Edward J. Mooney             | 194,226,156 | 6,156,518  | 13,447,796          |
| John W. Rowe                 | 194,660,409 | 5,722,265  | 13,447,796          |
| Martin P. Slark              | 194,788,490 | 5,594,184  | 13,447,796          |
| David H.B. Smith, Jr.        | 197,949,418 | 2,433,256  | 13,447,796          |
| Enrique J. Sosa              | 194,265,893 | 6,116,781  | 13,447,796          |
| Charles A. Tribbett III      | 198,252,357 | 2,130,317  | 13,447,796          |
| Frederick H. Waddell         | 193,290,545 | 7,092,129  | 13,447,796          |

The Corporation's executive compensation was approved, on advisory basis, by the votes set forth in the table below.

|  | FOR         | AGAINST    | ABSTENTIONS | BROKER<br>NON-VOTE |
|--|-------------|------------|-------------|--------------------|
| <b>Advisory vote on executive compensation</b> | 132,332,754 | 65,414,347 | 2,634,947   | 13,448,422         |

The Corporation's stockholders have indicated their preference that an advisory vote on executive compensation be held annually by the votes set forth in the table below.

|  | 1 YEAR      | 2 YEARS   | 3 YEARS    | ABSTENTIONS | BROKER<br>NON-VOTE |
|--|-------------|-----------|------------|-------------|--------------------|
| <b>Advisory vote on frequency of advisory vote on executive compensation</b> | 174,666,826 | 1,176,460 | 21,916,777 | 2,622,611   | 13,447,796         |

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The appointment of KPMG LLP as the Corporation's independent registered public accounting firm for the 2011 fiscal year was ratified by the votes set forth in the table below.

|   | FOR         | AGAINST   | ABSTENTIONS | BROKER<br>NON-VOTE |
|---|-------------|-----------|-------------|--------------------|
| <b>Ratification of independent registered accounting firm</b> | 211,187,428 | 2,258,372 | 384,670     | N/A                |

(d) On April 19, 2011, following the Corporation's annual meeting of stockholders, the Corporation's board of directors adopted a resolution providing that an advisory vote on executive compensation would be held annually until the next required vote on the frequency of such votes.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Northern Trust Corporation**

Date: April 21, 2011

By: /s/ Rose A. Ellis  
Rose A. Ellis

Corporate Secretary