

Leech Wilson
Form 4
February 01, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Leech Wilson

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 SOUTH LASALLE STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2018

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
EVP/Chief Risk Officer

CHICAGO, IL 60603

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

(City) (State) (Zip)

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 or Price		
Common Stock	01/30/2018		M		5,694 A \$ 52.69	39,272.63 ⁽¹⁾	D
Common Stock	01/30/2018		M		1,112 A \$ 60.85	40,384.63 ⁽¹⁾	D
Common Stock	01/30/2018		S		6,806 D \$ 106.27	33,578.63 ⁽¹⁾	D
					⁽²⁾		
Common Stock	01/31/2018		M		668 A \$ 60.85	34,246.63 ⁽¹⁾	D
Common Stock	01/31/2018		M		1,484 A \$ 70.21	35,730.63 ⁽¹⁾	D

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Common Stock 01/31/2018 S 2,152 D 105.85 33,578.63 ⁽¹⁾ D (3)

Common Stock 431 I UK Employee Stock Ownership Plan as of 12-31-17

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 52.69	01/30/2018		M	5,694	⁽⁴⁾ 02/11/2023	Common Stock	5,694
Employee Stock Option (right-to-buy)	\$ 60.85	01/30/2018		M	1,112	⁽⁵⁾ 02/10/2024	Common Stock	1,112
Employee Stock Option (right-to-buy)	\$ 60.85	01/31/2018		M	668	⁽⁵⁾ 02/10/2024	Common Stock	668
Employee Stock Option (right-to-buy)	\$ 70.21	01/31/2018		M	1,484	⁽⁶⁾ 02/17/2025	Common Stock	1,484

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Leech Wilson
50 SOUTH LASALLE STREET
CHICAGO, IL 60603

EVP/Chief Risk Officer

Signatures

Bradley R. Gabriel, Attorney-in-Fact for Wilson
Leech

02/01/2018

__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) Includes 12,461 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) Price reflects the weighted average sales price from \$106.00 to \$106.56. Information regarding the number of shares sold at each separate price will be provided by the reporting person upon request.
- (3) Price reflects the weighted average sales price from \$105.43 to \$106.13. Information regarding the number of shares sold at each separate price will be provided by the reporting person upon request.
- (4) This option became exercisable in four equal annual installments beginning 2/11/2014.
- (5) This option becomes exercisable in four equal annual installments beginning 2/10/2015.
- (6) This option becomes exercisable in four equal annual installments beginning 2/17/2016.

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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