

Potter Stephen N  
 Form 4  
 October 27, 2009

**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 \*  
 Potter Stephen N

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 LA SALLE STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/23/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP/President NTGI

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	(A) or (D)	Price
Common Stock <sup>(1)</sup>	10/23/2009		F		1,178	D	\$ 53.385
Common Stock <sup>(1)</sup>	10/23/2009		F		491	D	\$ 53.385
Common Stock <sup>(1)</sup>	10/23/2009		F		396	D	\$ 53.385
Common Stock							24,707 <sup>(2)</sup> <sup>(3)</sup> <sub>(4)</sub>
Common Stock							1,040



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

On October 23, 2009, 4,000 already reported and vested stock units, granted on February 17, 2004, were distributed to the reporting person; 2,822 stock units were distributed to the reporting person as common stock of NTRS, and 1,178 stock units were withheld in payment of Federal, State and Medicare taxes.

(2) On October 23, 2009, 1,667 already reported and vested stock units, granted on February 15, 2005, were distributed to the reporting person, 1,176 stock units were distributed to the reporting person as common stock of NTRS, and 491 stock units were withheld in payment of Federal, State and Medicare taxes.

(3) On October 23, 2009, 1,344 already reported and vested stock units, granted on February 21, 2006, were distributed to the reporting person; 948 stock units were distributed to the reporting person as common stock of NTRS, and 396 stock units were withheld in payment of Federal, State and Medicare taxes.

- (4) as of 9-30-09

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.