

SMITH DAVID BYRON JR
Form 4
April 16, 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 *
SMITH DAVID BYRON JR

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

50 SOUTH LASALLE STREET

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

(Street)

CHICAGO, IL 60603

(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)
Common Stock ⁽¹⁾	04/16/2013		A	1,872.31	A \$ 0 1,872.31 ⁽²⁾	D	
Common Stock					17,394 ⁽²⁾	D	
Common Stock					1,893	I	By Trust ⁽³⁾
Common Stock					1,893	I	By Trust ⁽⁴⁾
Common Stock					1,893	I	By Trust ⁽⁵⁾

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On April 16, 2013, 1,920.20 already reported and vested stock units were distributed as common stock directly to the reporting person. The fractional share was paid in cash.

- (3) Shares are held in a trust established for the benefit of reporting person's minor child, of which the reporting person is a co-trustee.
- (4) Shares are held in a trust established for the benefit of reporting person's minor child, of which the reporting person is a co-trustee.
- (5) Shares are held in a trust established for the benefit of reporting person's minor child, of which the reporting person is a co-trustee.
- (6) Shares are held in a trust established for the benefit of reporting person's minor children, of which the reporting person is a co-trustee and shares investment control.
- (7) These shares are held in a trust of which reporting person has a partial direct pecuniary interest.

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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