

NORTHERN TRUST CORP  
 Form 4  
 March 24, 2014

**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 \*  
 Schreuder Jana R

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)  
 03/20/2014

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

CHICAGO, IL 60603

(City) (State) (Zip)

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

**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)	(A) or (D)	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	03/20/2014		M <sup>(1)</sup>	10,000	A	\$ 52.095 35,076	I	By Trust
Common Stock	03/20/2014		S <sup>(1)</sup>	10,000	D	\$ 65 25,076	I	By Trust
Common Stock	03/20/2014		M <sup>(1)</sup>	10,000	A	\$ 52.095 35,076	I	By Trust
Common Stock	03/20/2014		S <sup>(1)</sup>	10,000	D	\$ 66 25,076	I	By Trust
Common Stock	03/21/2014		M <sup>(1)</sup>	12,219	A	\$ 52.095 37,295	I	By Trust

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Common Stock	03/21/2014	<u>S</u> <sup>(1)</sup>	12,219	D	\$ 67	25,076	I	By Trust
Common Stock						11,789	I	GRAT
Common Stock <sup>(2)</sup>						38,990	D	
Common Stock						10,051.35	I	401(k) as of 12/31/13

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Underlying Securities
Employee Stock Option (right-to-buy)	\$ 52.095	03/20/2014		<u>M</u> <sup>(1)</sup>	10,000	02/21/2010 02/21/2016	Common Stock	10,000
Employee Stock Option (right-to-buy)	\$ 52.095	03/20/2014		<u>M</u> <sup>(1)</sup>	10,000	02/21/2010 02/21/2016	Common Stock	10,000
Employee Stock Option (right-to-buy)	\$ 52.095	03/21/2014		<u>M</u> <sup>(1)</sup>	12,219	02/21/2010 02/21/2016	Common Stock	12,219

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schreuder Jana R 50 SOUTH LASALLE STREET			President/Wealth Management	

CHICAGO, IL 60603

## Signatures

Paul A. Bernacki, Attorney-in-Fact for Jana R.  
Schreuder

03/24/2014

\_\_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) This transaction was effected pursuant to a trading plan adopted in accordance with SEC Rule 10b5-1.
  - (2) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

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.