

NORTHERN TRUST CORP  
 Form 3  
 September 10, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * Pembleton Susan Gillian (Last) (First) (Middle)  50 SOUTH LASALLE STREET (Street)  CHICAGO, IL 60603 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/01/2014	3. Issuer Name and Ticker or Trading Symbol NORTHERN TRUST CORP [NTRS]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Human Resources	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	5,343	D	^
Common Stock	5,415	D	^
Common Stock	1,794.37	I	UK Employee Share Ownership Plan as of 7/28/2014

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Employee Stock Option (right-to-buy)	Â (2)	02/19/2018	Common Stock	21	\$ 71.23	D	Â
Employee Stock Option (right-to-buy)	Â (3)	02/16/2019	Common Stock	749	\$ 55.39	D	Â
Employee Stock Option (right-to-buy)	Â (4)	02/15/2020	Common Stock	149	\$ 50.99	D	Â
Employee Stock Option (right-to-buy)	Â (5)	02/13/2022	Common Stock	165	\$ 43.65	D	Â
Employee Stock Option (right-to-buy)	Â (6)	02/20/2017	Common Stock	2,013	\$ 63.36	D	Â
Employee Stock Option (right-to-buy)	Â (7)	02/19/2018	Common Stock	2,122	\$ 71.23	D	Â
Employee Stock Option (right-to-buy)	Â (8)	02/16/2019	Common Stock	1,960	\$ 55.39	D	Â
Employee Stock Option (right-to-buy)	Â (9)	02/15/2020	Common Stock	5,067	\$ 50.99	D	Â
Employee Stock Option (right-to-buy)	Â (10)	02/14/2021	Common Stock	4,275	\$ 52.64	D	Â
Employee Stock Option (right-to-buy)	Â (11)	02/13/2022	Common Stock	1,066	\$ 43.65	D	Â
Employee Stock Option (right-to-buy)	Â (12)	02/21/2016	Common Stock	1,152	\$ 52.095	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pembleton Susan Gillian 50 SOUTH LASALLE STREET CHICAGO, IL 60603	Â	Â	Â EVP, Human Resources	Â

## Signatures

Nicholas M. Tipsord, Attorney-in-Fact for Susan Gillian  
Pembleton

09/10/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) This option became exercisable in four equal annual installments beginning 2/19/2009.
- (3) This option became exercisable in four equal annual installments beginning 2/16/2010.
- (4) This option became exercisable in four equal annual installments beginning 2/15/2011.
- (5) This option became exercisable in four equal annual installments beginning 2/13/2013.
- (6) This option became exercisable in four equal annual installments beginning 2/20/2008.
- (7) This option became exercisable in four equal annual installments beginning 2/19/2009.
- (8) This option became exercisable in four equal annual installments beginning 2/16/2010.
- (9) This option became exercisable in four equal annual installments beginning 2/15/2011.
- (10) This option became exercisable in four equal annual installments beginning 2/14/2012.
- (11) This option became exercisable in four equal annual installments beginning 2/13/2013.
- (12) This option became exercisable in four equal annual installments beginning 2/21/2007.

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.