

Kukla Richard D.  
Form 3  
May 03, 2012

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

OMB APPROVAL

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Kukla Richard D.		(Month/Day/Year)	NORTHERN TRUST CORP [NTRS]	
(Last)	(First)	(Middle)	05/01/2012	
50 S. LASALLE STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CHICAGO, IL 60603			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Controller	
			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	

**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>	3,843	D	^
Common Stock	29,486	D	^
Common Stock	10,451 <sup>(2)</sup>	I	401(k)

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

SEC 1473 (7-02)

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**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 Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (right-to-buy)	Â (3)	05/20/2012	Common Stock	1,668	\$ 52.3	D	Â
Employee Stock Option (right-to-buy)	Â (3)	05/20/2012	Common Stock	3,332	\$ 52.3	D	Â
Employee Stock Option (right-to-buy)	Â (4)	02/18/2013	Common Stock	1,892	\$ 32.615	D	Â
Employee Stock Option (right-to-buy)	Â (4)	02/18/2013	Common Stock	344	\$ 32.615	D	Â
Employee Stock Option (right-to-buy)	Â (5)	02/17/2014	Common Stock	4,500	\$ 49.12	D	Â
Employee Stock Option (right-to-buy)	Â (6)	02/15/2015	Common Stock	4,500	\$ 44.465	D	Â
Employee Stock Option (right-to-buy)	Â (7)	02/21/2016	Common Stock	1,152	\$ 52.095	D	Â
Employee Stock Option (right-to-buy)	Â (8)	02/20/2017	Common Stock	1,421	\$ 63.36	D	Â
Employee Stock Option (right-to-buy)	Â (9)	02/19/2018	Common Stock	1,475	\$ 71.23	D	Â
Employee Stock Option (right-to-buy)	Â (10)	02/16/2019	Common Stock	2,302	\$ 55.39	D	Â
Employee Stock Option (right-to-buy)	Â (11)	02/15/2020	Common Stock	2,942	\$ 50.99	D	Â
Employee Stock Option (right-to-buy)	Â (12)	02/14/2021	Common Stock	2,850	\$ 52.64	D	Â
Employee Stock Option (right-to-buy)	Â (13)	02/13/2022	Common Stock	2,291	\$ 43.65	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kukla Richard D. 50 S. LASALLE STREET CHICAGO, IL 60603	Â	Â	Â Controller	Â

## Signatures

Paul A. Bernacki, Attorney-in-Fact for Richard D.  
Kukla

05/03/2012

\_\_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) as of 3/31/12
  - (3) This option became exercisable in three annual installments beginning 5/20/2003.
  - (4) This option became exercisable in three annual installments beginning 2/18/2004.
  - (5) This option became exercisable in four annual installments beginning 2/17/2005.
  - (6) This option became exercisable 100% on March 31, 2005
  - (7) This option became exercisable in four annual installments beginning 2/21/2007.
  - (8) This option became exercisable in four annual installments beginning 2/20/2008.
  - (9) This option became exercisable in four annual installments beginning 2/19/2009.
  - (10) This option became exercisable in four annual installments beginning 2/16/2010.
  - (11) This option became exercisable in four annual installments beginning 2/15/2011.
  - (12) This option became exercisable in four annual installments beginning 2/14/2012.
  - (13) This option became exercisable in four annual installments beginning 2/13/2013.

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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