

WADDELL FREDERICK H
Form 4
February 13, 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 *
WADDELL FREDERICK H

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 S. LASALLE STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2013

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

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 or Price		
Common Stock ⁽¹⁾	02/11/2013		A		31,553 A \$ 0	291,900	D
Common Stock	02/12/2013		M ⁽²⁾		30,000 A \$ 49.12	66,629	I By Trust
Common Stock	02/12/2013		S ⁽³⁾		30,000 D \$ 53.0006	36,629	I By Trust
Common Stock						84,529	I GRAT
Common Stock						120	D

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- (1) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) This option exercise was made pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.
- (3) This sale was made pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.

The price in Column 4 is the weighted average price. The prices actually received ranged from \$53.00 to \$53.02. Upon request, the

- (4) reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.

- (5) as of 12/31/12

- (6) The option becomes exercisable in four annual installments: 23,665 on February 11, 2014; 23,665 on February 11, 2015; 23,664 on February 11, 2016; and 23,664 on February 11, 2017.

- (7) This option became exercisable in four annual installments beginning 2/17/2005.

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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