

NORTHERN TRUST CORP
Form 4
March 14, 2017

FORM 4

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

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

OMB APPROVAL

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(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)
03/10/2017

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

CHICAGO, IL 60603

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D)	Price		
Common Stock	03/10/2017		M		5,402	A	\$ 52.64	49,002 ⁽¹⁾	D
Common Stock	03/10/2017		S ⁽²⁾		5,402	D	\$ 90.03 ⁽³⁾	43,600 ⁽¹⁾	D
Common Stock	03/13/2017		M		1,925	A	\$ 52.64	45,525 ⁽¹⁾	D
Common Stock	03/13/2017		S ⁽²⁾		1,925	D	\$ 90.01 ⁽⁴⁾	43,600 ⁽¹⁾	D
								27,023 ⁽⁵⁾	I
									By Trust

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Common Stock				
Common Stock	7,329	I	2012 GRAT	
Common Stock	4,169	I	2015 GRAT	
Common Stock	12,612 ⁽⁵⁾	I	2016 GRAT	
Common Stock	12,508	I	2017 GRAT	
Common Stock	10,030.95	I	401(k) as of 12-31-16	

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

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(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 52.64	03/10/2017		M		5,402		<u>(6)</u>	02/14/2021	Common Stock	5,402
Employee Stock Option (right-to-buy)	\$ 52.64	03/13/2017		M		1,925		<u>(6)</u>	02/14/2021	Common Stock	1,925

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Schreuder Jana R
50 SOUTH LASALLE STREET
CHICAGO, IL 60603

COO

Signatures

Bradley R. Gabriel, Attorney-in-Fact for Jana R.
Schreuder

03/14/2017

__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) Includes 43,600 shares representing stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) This transaction was effected pursuant to a trading plan adopted in accordance with SEC Rule 10b5-1.
- (3) Price reflects the weighted average sales price from \$90.00 to \$90.09. Information regarding the number of shares sold at each separate price will be provided by the reporting person upon request.
- (4) Price reflects the weighted average sales price from \$90.00 to \$90.02. Information regarding the number of shares sold at each separate price will be provided by the reporting person upon request.
- (5) Reflects the March 13, 2017 distribution of 2,965 shares from the reporting person's grantor retained annuity trust to the reporting person's existing trust as an annuity payment in accordance with the terms of the GRAT instrument.
- (6) This option became exercisable in four equal annual installments beginning 2/14/2012.

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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