Edgar Filing: NORTHERN TRUST CORP - Form 4

	N TRUST CORP										
Form 4 June 13, 201	7										
FORM	14		CECUI						OMB AF	PROVAL	
. •	• • UNITED S	STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to STATEMENT O			GES IN	BENEFI		VERSHIP OF	Expires: Estimated a	January 31, 2005 verage			
Section 16. SEC Form 4 or Form 5 Filed pursuant to Section 16(a) of obligations may continue Section 17(a) of the Public Utility H					ECURITIES a) of the Securities Exchange Act of 1934, ty Holding Company Act of 1935 or Section stment Company Act of 1940						
(Print or Type I	Responses)										
	Address of Reporting I N WILLIAM L	Person <u>*</u>	Symbol	r Name and HERN TR			g	5. Relationship of Issuer	Reporting Pers	on(s) to	
			NORTHERN TRUST CORP [NTRS]					(Check all applicable)			
(Last) 50 SOUTH	(First) (N	Aiddle) EET	3. Date of (Month/E 06/12/2	-	ansaction			Director X Officer (give below)		Owner r (specify	
	(Street)			endment, Da	te Original			6. Individual or Joi		g(Check	
CHICAGO,	П 60603			nth/Day/Year	-			Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Per	rson	
(City)		(Zip)						Person			
		-					-	uired, Disposed of,		-	
1.Title of Security (Instr. 3)	ity (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				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						(D)	Price \$		-		
Stock	06/12/2017			М	11,921	А	52.69	124,067 <u>(1)</u>	D		
Common Stock	06/12/2017			М	30,044	А	\$ 60.85	154,111 <u>(1)</u>	D		
Common Stock	06/12/2017			S	41,965	D	\$ 91.89 (2)	112,146 <u>(1)</u>	D		
Common Stock								1,200	I	By Spouse	
Common Stock								350	Ι	By Children	

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Common Stock	2,549.06	Ι	401(k) as of 3-31-17

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year) A) d of		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right-to-buy)	\$ 52.69	06/12/2017		М	11,921	(3)	02/11/2023	Common Stock	11,9
Employee Stock Option (right-to-buy)	\$ 60.85	06/12/2017		М	30,044	(4)	02/10/2024	Common Stock	30,0-

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MORRISON WILLIAM L 50 SOUTH LASALLE STREET CHICAGO, IL 60603			Vice Cha	airman				
Signatures								
Bradley R. Gabriel, Attorney-in-F Morrison	Fact for W	ïilliam L.		06/12/2017				
<u>**</u> Signature of Reporting	g 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 76,135 shares representing stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

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- (2) Price reflects the weighted average sales price from \$91.60 to \$92.56. Information regarding the number of shares sold at each separate price will be provided by the reporting person upon request.
- (3) This option became exercisable in four equal annual installments beginning 2/11/2014.
- (4) This option becomes exercisable in four equal annual installments beginning 2/10/2015.

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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