

Cohodes Jeffrey D.
Form 4
January 30, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cohodes Jeffrey D.

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)
01/26/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/26/2018		M	5,871 A	\$ 52.69 38,723 ⁽¹⁾	D	
Common Stock	01/26/2018		M	15,253 A	\$ 60.85 53,976 ⁽¹⁾	D	
Common Stock	01/26/2018		M	9,793 A	\$ 70.21 63,769 ⁽¹⁾	D	
Common Stock	01/26/2018		S	30,917 D	\$ 105.29 32,852 ⁽¹⁾ ⁽²⁾	D	
Common Stock					3,809.77	I	401(k) as of

12-31-17

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 52.69	01/26/2018		M		5,871		<u>(3)</u>	02/11/2023	Common Stock	5,871
Employee Stock Option (right-to-buy)	\$ 60.85	01/26/2018		M		15,253		<u>(4)</u>	02/10/2024	Common Stock	15,253
Employee Stock Option (right-to-buy)	\$ 70.21	01/26/2018		M		9,793		<u>(5)</u>	02/17/2025	Common Stock	9,793

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cohodes Jeffrey D. 50 SOUTH LASALLE STREET CHICAGO, IL 60603	Executive Vice President

Signatures

Bradley R. Gabriel, Attorney-In-Fact for Jeffrey D.
Cohodes 01/30/2018

 **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 21,396 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) Price reflects the weighted average sales price from \$104.98 to \$105.71. 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.
- (5) This option becomes exercisable in four equal annual installments beginning 2/17/2016.

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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