

NORTHERN TRUST CORP  
Form 8-K  
April 21, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 20, 2010

**Northern Trust Corporation**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-5965**  
(Commission  
File Number)

**36-2723087**  
(IRS Employer  
Identification No.)

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**50 South LaSalle Street, Chicago, Illinois**  
(Address of principal executive offices)

**60603**  
(Zip Code)

**(312) 630-6000**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective April 20, 2010, Harold B. Smith and Arthur L. Kelly retired from the Board of Directors (the Board) of Northern Trust Corporation (the Corporation) consistent with the retirement age guidelines in the Corporation's Corporate Governance Guidelines.

**Item 8.01 Other Events.**

On April 20, 2010, the Corporation also announced that David H.B. Smith, Jr. was elected to the Board at the Company's 2010 annual meeting of stockholders. As previously reported, David Smith will fill one of the Board seats vacated by Harold Smith and Arthur Kelly, and the Board has reduced the size of the Board, effective at the time of the annual meeting, to eliminate the remaining vacated seat. Following his election to the Board, the Board appointed David Smith to its Audit and Business Risk Committees.

The press release announcing the retirement of Harold Smith and Arthur Kelly and the election of David Smith is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of Northern Trust Corporation, dated April 20, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Northern Trust Corporation**

Date: April 20, 2010

By: /s/ Rose A. Ellis  
Rose A. Ellis

Corporate Secretary

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>                                     |
|---------------------------|---|
| 99.1                      | Press Release of Northern Trust Corporation, dated April 20, 2010 |