

NORTHERN TRUST CORP
 Form 3/A
 July 06, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Schreuder Jana R | | (Month/Day/Year) | NORTHERN TRUST CORP [NTRS] | |
| (Last) | (First) | (Middle) | 06/30/2005 | |
| 50 S. LA SALLE ST. | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| CHICAGO, Â IL Â 60675 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP & Head of Corporate Mgmt. | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 07/06/2005 | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 29,159 | I | By Trust |
| Common Stock ⁽¹⁾ | 31,000 | D | Â |
| Common Stock | 10,084 ⁽²⁾ | I | 401(k) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------|
| Employee Stock Option (right to buy) | 09/17/1998 | 09/17/2006 | Common Stock | 5,968 | \$ 16.75 | D | Â |
| Employee Stock Option (right to buy) | 09/16/1999 | 09/16/2007 | Common Stock | 14,000 | \$ 28.3125 | D | Â |
| Employee Stock Option (right to buy) | 09/15/2000 | 09/15/2008 | Common Stock | 16,000 | \$ 34.5938 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(3)</u> | 05/13/2009 | Common Stock | 16,400 | \$ 45.1563 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 05/15/2010 | Common Stock | 25,000 | \$ 70.2813 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(5)</u> | 05/21/2011 | Common Stock | 20,000 | \$ 68.105 | D | Â |
| Employee Stock Option (right to buy) | 08/19/2002 | 02/19/2012 | Common Stock | 1,398 | \$ 53.655 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 05/20/2012 | Common Stock | 20,000 | \$ 52.3 | D | Â |
| Employee Stock Option (right to buy) | 08/18/2003 | 02/18/2013 | Common Stock | 2,392 | \$ 32.615 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(7)</u> | 02/18/2013 | Common Stock | 25,000 | \$ 32.615 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(8)</u> | 02/17/2014 | Common Stock | 25,000 | \$ 49.12 | D | Â |
| Employee Stock Option (right to buy) | 03/31/2005 | 02/15/2015 | Common Stock | 25,000 | \$ 44.465 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schreuder Jana R 50 S. LA SALLE ST. CHICAGO, IL 60675 | Â | Â | Â EVP & Head of Corporate Mgmt. | Â |

Signatures

Eileen C. Ratzka as POA for Jana R. Schreuder
07/06/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

(2) as of 6/30/2005

(3) The option became exercisable as to 10,932 shares on May 13, 2001, and became exercisable as to the remaining 5,468 shares on May 13, 2002.

(4) The option became exercisable as to 8,334 shares on May 15, 2001, became exercisable as to 8,333 shares on May 15, 2002, and became exercisable as to the remaining 8,333 shares on May 15, 2003.

(5) This option became exercisable as to 6,667 shares on May 21, 2002, became exercisable as to 6,666 shares on May 21, 2003, and became exercisable as to 6,667 shares on May 21, 2004.

(6) This option became exercisable as to 6,667 shares on May 20, 2003, became exercisable as to 6,666 shares on May 20, 2004, and became exercisable as to the remaining 6,667 on May 20, 2005.

(7) This option became exercisable as to 8,334 shares on February 18, 2004, became exercisable as to 8,333 shares on February 18, 2005, and becomes exercisable as to the remaining 8,333 shares on February 18, 2006.

(8) This option became exercisable as to 6,250 shares on February 17, 2005, becomes exercisable as to 6,250 shares on February 17, 2006, becomes exercisable as to 6,250 shares on February 17, 2007, and becomes exercisable as to the remaining 6,250 shares on February 17, 2008.

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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