

Thomas Shundrawn A  
Form 3  
October 02, 2017

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

OMB APPROVAL

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**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 <b>and</b> Ticker or Trading Symbol                                                                                                                                                                          |                                                      |
| Â Thomas Shundrawn A                      |         | (Month/Day/Year)                     | NORTHERN TRUST CORP [NTRS]                                                                                                                                                                                                  |                                                      |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                                                                                                                                                                            | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|                                           |         | 10/01/2017                           |                                                                                                                                                                                                                             |                                                      |
| 50 SOUTH LA SALLE ST                      |         |                                      | (Check all applicable)                                                                                                                                                                                                      |                                                      |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>President / Asset Management |                                                      |
| CHICAGO,Â ILÂ 60603                       |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)                                                                                                                                                                  |                                                      |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 19,187 <sup>(1)</sup>                                 | D                                                        | Â                                                     |

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------|
|                                            | Date Exercisable    Expiration Date                      | Title    Amount or Number of                                                |                                                        |                                                                  |                                                       |

## Edgar Filing: Thomas Shundrawn A - Form 3

|                                         |       |            |                 | Shares |          | (I)<br>(Instr. 5) |   |
|-----------------------------------------|-------|------------|-----------------|--------|----------|-------------------|---|
| Employee Stock Option<br>(right-to-buy) | Â (2) | 02/16/2019 | Common<br>Stock | 4,740  | \$ 55.39 | D                 | Â |
| Employee Stock Option<br>(right-to-buy) | Â (3) | 02/14/2021 | Common<br>Stock | 5,700  | \$ 52.64 | D                 | Â |
| Employee Stock Option<br>(right-to-buy) | Â (4) | 02/13/2022 | Common<br>Stock | 5,384  | \$ 43.65 | D                 | Â |
| Employee Stock Option<br>(right-to-buy) | Â (5) | 02/17/2025 | Common<br>Stock | 4,748  | \$ 70.21 | D                 | Â |
| Employee Stock Option<br>(right-to-buy) | Â (6) | 02/16/2026 | Common<br>Stock | 7,741  | \$ 58.25 | D                 | Â |
| Employee Stock Option<br>(right-to-buy) | Â (7) | 02/21/2027 | Common<br>Stock | 7,743  | \$ 88.06 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                                |       |
|-----------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                 | Director      | 10% Owner | Officer                        | Other |
| Thomas Shundrawn A<br>50 SOUTH LA SALLE ST<br>CHICAGO, IL 60603 | Â             | Â         | Â President / Asset Management | Â     |

## Signatures

Bradley R. Gabriel, Attorney-in-Fact for Shundrawn A.  
Thomas

10/02/2017

\*\*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) Includes 7,762 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) This option became exercisable in four equal annual installments beginning 2/16/2010.
- (3) This option became exercisable in four equal annual installments beginning 2/14/2012.
- (4) This option became exercisable in four equal annual installments beginning 2/13/2013.
- (5) This option becomes exercisable in four equal annual installments beginning 2/17/2016.
- (6) This option becomes exercisable in four equal annual installments beginning 2/16/2017.
- (7) This option becomes exercisable in four equal annual installments beginning 2/21/2018.

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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