

THERIAULT TIMOTHY J  
Form 5  
February 11, 2003

**FORM 5**

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

OMB APPROVAL

☐ Check this box if no  
longer subject to Section 16.  
Form 4 or Form 5  
obligations may continue.

See Instruction 1(b).

☐ Form 3 Holdings  
Reported

☒ Form 4 Transactions  
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP**

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 Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden  
hours per response. . .0.5

Filed By  
Romeo and Dye's  
Section 16 Filer  
[www.section16.net](http://www.section16.net)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s)			
Theriault, Timothy J.			Northern Trust Corporation NTRS			to Issuer (Check all applicable)			
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year			
Northern Trust Corporation						12/31/02			
50 S La Salle St						10% Owner <input type="checkbox"/>			
(Street)						X Officer (give title below) <input checked="" type="checkbox"/>			
Chicago, IL 60675						Other (specify below)			
						Executive Vice President			
			5. If Amendment, Date of Original (Month/Year)			7. Individual or Joint/Group Filing (Check Applicable Line)			
						X Form filed by One Reporting Person			
						Form filed by More than One Reporting Person <input type="checkbox"/>			
(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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	10/18/02		G	660	D		12848	D	
Common Stock	11/04/02		S	500	D	\$37.37			
Common Stock	11/04/02		S	1500	D	\$37.36	10848	D	
Common Stock <sup>(1)</sup>							33000	D	
Common Stock							6132 <sup>(2)</sup>	I	By 401(k)

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

**FORM 5 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock Option (right to buy) <sup>(3)</sup>									Common Stock	131687		131687	D	
Common Stock Award <sup>(3)</sup>									Common Stock	34000		34000	D	

Explanation of Responses:

<sup>(1)</sup> Represents stock units payable automatically in common stock on a 1-for-1 basis.

<sup>(2)</sup> as of 12/31/02

<sup>(3)</sup> with tandem tax withholding right

By: /s/ **Eileen C. Ratzka (POA)**

**Timothy J. Theriault**

\*\*Signature of Reporting Person

**02/11/03**

Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space is insufficient, See Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.