

NORTHERN TRUST CORP  
Form 4  
November 09, 2016

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
St Clair Joyce

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)  
11/07/2016

\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/07/2016		M	48,180 A	\$ 57.54	81,140 <sup>(1)</sup>	D
Common Stock	11/07/2016		S <sup>(2)</sup>	48,180 D	\$ 73.07 <sup>(3)</sup>	32,960 <sup>(1)</sup>	D
Common Stock	11/09/2016		M	25,000 A	\$ 71.23	57,960 <sup>(1)</sup>	D
Common Stock	11/09/2016		M	22,216 A	\$ 57.54	80,176 <sup>(1)</sup>	D
Common Stock	11/09/2016		S <sup>(2)</sup>	47,216 D	\$ 75.58	32,960 <sup>(1)</sup>	D

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(4)

Common Stock	15,519	I	By Trust
Common Stock	13,215	I	2015 GRAT
Common Stock	16,840	I	2016 GRAT
Common Stock	5,117	I	401(k) as of 9-30-16

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

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SEC 1474  
(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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 57.54	11/07/2016		M	48,180	(5) 07/21/2019	Common Stock 48,1
Employee Stock Option (right-to-buy)	\$ 71.23	11/09/2016		M	25,000	(6) 02/19/2018	Common Stock 25,0
Employee Stock Option (right-to-buy)	\$ 57.54	11/09/2016		M	22,216	(5) 07/21/2019	Common Stock 22,2

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
St Clair Joyce	Executive Vice President

50 SOUTH LASALLE STREET  
CHICAGO, IL 60603

## Signatures

Bradley R. Gabriel, Attorney-in-Fact for Joyce St.  
Clair

11/09/2016

\_\_\_\_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 32,960 shares representing stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) This transaction was effected pursuant to a trading plan adopted in accordance with SEC Rule 10b5-1.
- (3) Price reflects the weighted average sales price from \$73.00 to \$73.32. Information regarding the number of shares sold at each separate price will be provided by the reporting person upon request.
- (4) Price reflects the weighted average sales price from \$75.00 to \$76.00. Information regarding the number of shares sold at each separate price will be provided by the reporting person upon request.
- (5) This option became exercisable in four equal annual installments beginning 7/21/2010.
- (6) This option became exercisable in four equal annual installments beginning 2/19/2009.

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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