

FRADKIN STEVEN L

Form 4

February 21, 2019

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 *
FRADKIN STEVEN L

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 S LASALLE ST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2019

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
President/Wealth Management

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	02/19/2019		F	V Amount (A) or (D) Price 2,140 D \$ 92.83	40,525 <u>(1)</u> <u>(2)</u>	D	
Common Stock	02/19/2019		F	1,578 D \$ 92.83	36,964 <u>(1)</u> <u>(3)</u>	D	
Common Stock	02/19/2019		A	10,011 A \$ 0	46,975 <u>(1)</u>	D	
Common Stock					131,295 <u>(2)</u> <u>(3)</u>	I	By Trust
Common Stock					11,500	I	2018 GRAT

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Common Stock	1,762	I	Spouse as trustee for Daughter
Common Stock	1,762	I	Spouse as trustee for Son
Common Stock	10,121.21	I	401(k) as of 12-31-18

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRADKIN STEVEN L 50 S LASALLE ST CHICAGO, IL 60603			President/Wealth Management	

Signatures

Bradley R. Gabriel, Attorney-in-Fact for Steven L. Fradkin

02/21/2019

****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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

Reflects 2,140 shares withheld in payment of Federal, State and Medicare taxes upon the vesting of 4,829 previously reported stock units.

(2) The remaining 2,689 shares were distributed to the reporting person as shares of common stock and transferred to the reporting person's existing trust account.

Reflects 1,578 shares withheld in payment of Federal, State and Medicare taxes upon the vesting of 3,561 previously reported stock units.

(3) The remaining 1,983 shares were distributed to the reporting person as shares of common stock and transferred to the reporting person's existing trust account.

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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