

NORTHERN TRUST CORP

Form 4

March 24, 2014

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 *
Schreuder Jana R

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)
03/20/2014

____ 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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	03/20/2014		M ⁽¹⁾		10,000	A	\$ 52.095	35,076 I By Trust
Common Stock	03/20/2014		S ⁽¹⁾		10,000	D	\$ 65	25,076 I By Trust
Common Stock	03/20/2014		M ⁽¹⁾		10,000	A	\$ 52.095	35,076 I By Trust
Common Stock	03/20/2014		S ⁽¹⁾		10,000	D	\$ 66	25,076 I By Trust
Common Stock	03/21/2014		M ⁽¹⁾		12,219	A	\$ 52.095	37,295 I By Trust

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Common Stock	03/21/2014	S ⁽¹⁾	12,219	D	\$ 67	25,076	I	By Trust
Common Stock						11,789	I	GRAT
Common Stock ⁽²⁾						38,990	D	
Common Stock						10,051.35	I	401(k) as of 12/31/13

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 Security (Instr. 3 and 4)	8. Amount or Number of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right-to-buy)	\$ 52.095	03/20/2014		M ⁽¹⁾	10,000	02/21/2010	02/21/2016	Common Stock 10,000
Employee Stock Option (right-to-buy)	\$ 52.095	03/20/2014		M ⁽¹⁾	10,000	02/21/2010	02/21/2016	Common Stock 10,000
Employee Stock Option (right-to-buy)	\$ 52.095	03/21/2014		M ⁽¹⁾	12,219	02/21/2010	02/21/2016	Common Stock 12,219

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Schreuder Jana R 50 SOUTH LASALLE STREET	President/Wealth Management

CHICAGO, IL 60603

Signatures

Paul A. Bernacki, Attorney-in-Fact for Jana R.
Schreuder

03/24/2014

__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) This transaction was effected pursuant to a trading plan adopted in accordance with SEC Rule 10b5-1.
- (2) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

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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