

NORTHERN TRUST CORP  
 Form 4  
 April 16, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SMITH DAVID BYRON JR

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)  
 04/15/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)

CHICAGO, IL 60603

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 <sup>(1)</sup>     | 04/15/2014                           |  | A                              | V   | 1,677.01  | A  | \$ 0  | 1,677.01 <sup>(2)</sup> | D |                         |
| Common Stock                    |                                      |  |                                |   |   |  |   | 1,872 <sup>(2)</sup>    | I | Revocable Trust         |
| Common Stock                    |                                      |  |                                |   |   |  |   | 2,125                   | I | By Trust <sup>(3)</sup> |
| Common Stock                    |                                      |  |                                |   |   |  |   | 2,125                   | I | By Trust <sup>(4)</sup> |
| Common Stock                    |                                      |  |                                |   |   |  |   | 2,125                   | I | By Trust <sup>(5)</sup> |

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|              |           |   |                         |
|--------------|-----------|---|-------------------------|
| Common Stock | 1,704     | I | By Trust <sup>(6)</sup> |
| Common Stock | 17,394    | D |                         |
| Common Stock | 1,362,880 | I | By Trust <sup>(7)</sup> |

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

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.

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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 Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| SMITH DAVID BYRON JR<br>50 SOUTH LASALLE STREET<br>CHICAGO, IL 60603 |               | X         |         |       |

## Signatures

Paul A. Bernacki, Attorney-in-Fact for David H.B. Smith, Jr.

04/16/2014

\*\*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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) On April 15, 2014, 1,872.66 already reported stock units granted on April 16, 2013 vested. 1872 stock units were distributed to the reporting person in shares of the Corporation's stock and 0.66 units were paid in cash.
- (3) Shares are held in a trust established for the benefit of reporting person's minor child, of which the reporting person is a co-trustee.
- (4) Shares are held in a trust established for the benefit of reporting person's minor child, of which the reporting person is a co-trustee.
- (5) Shares are held in a trust established for the benefit of reporting person's minor child, of which the reporting person is a co-trustee.
- (6) Shares are held in a trust established for the benefit of reporting person's minor children, of which the reporting person is a co-trustee and shares investment control.
- (7) These shares are held in a trust of which reporting person has a partial direct pecuniary interest.

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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