

SMITH HAROLD B

Form 4

October 23, 2006

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 *
SMITH HAROLD B

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. LA SALLE ST.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/20/2006

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

CHICAGO, IL 60675

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

(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	10/20/2006		S	2,148 D \$ 56.58	1,242,000	I	By Trust (1) (2)
Common Stock	10/20/2006		S	13 D \$ 56.59	1,241,987	I	By Trust (1) (2)
Common Stock	10/20/2006		S	173 D \$ 56.61	1,241,814	I	By Trust (1) (2)
Common Stock	10/20/2006		S	639 D \$ 56.66	1,241,175	I	By Trust (1) (2)
Common Stock	10/20/2006		S	20 D \$ 56.74	1,241,155	I	By Trust (1) (2)

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Common Stock	10/20/2006	S	20	D	\$ 56.78	1,241,135	I	By Trust (1) (2)
Common Stock	10/20/2006	S	1,663	D	\$ 56.81	1,239,472	I	By Trust (1) (2)
Common Stock	10/20/2006	S	1,018	D	\$ 56.86	1,238,454	I	By Trust (1) (2)
Common Stock	10/20/2006	S	7	D	\$ 56.98	1,238,447	I	By Trust (1) (2)
Common Stock	10/20/2006	S	299	D	\$ 56.99	1,238,148	I	By Trust (1) (2)
Common Stock						204,732	I	By Trust (1) (2)
Common Stock						5,760	I	By Trust (1) (2)
Common Stock						5,304	I	By Trust (3)
Common Stock						1,440	I	By Trust (4)
Common Stock						727,928	I	By Trust (4)
Common Stock ⁽⁵⁾						1,602.66	D	

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SMITH HAROLD B 50 S. LA SALLE ST. CHICAGO, IL 60675	X

Signatures

Eileen C. Ratzka POA for Harold B.Smith	10/23/2006
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__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) One of three trusts that were previously reported collectively. Each trust is being listed individually for this Form 4.

(2) Reporting person is a co-trustee and has a contingent beneficial interest.

(3) Shares held in a revocable trust created by the reporting person.

(4) Shares held in a trust of which the reporting person is a co-trustee and has a direct beneficial interest.

(5) 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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