

NORTHERN TRUST CORP

Form 4

January 31, 2008

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 *
MCCORMACK ROBERT C

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)

CHICAGO, IL 60603

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2008

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

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

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/30/2008		S		148	D	\$ 72.15	1,457,165	I By Trust
Common Stock	01/30/2008		S		935	D	\$ 72.16	1,456,230	I By Trust
Common Stock	01/30/2008		S		850	D	\$ 72.17	1,455,380	I By Trust
Common Stock	01/30/2008		S		200	D	\$ 72.19	1,455,180	I By Trust
Common Stock	01/30/2008		S		207	D	\$ 72.2	1,454,973	I By Trust

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Common Stock	01/30/2008	S	1,143	D	\$ 72.21	1,453,830	I	By Trust
Common Stock	01/30/2008	S	1,508	D	\$ 72.22	1,452,322	I	By Trust
Common Stock	01/30/2008	S	150	D	\$ 72.23	1,452,172	I	By Trust
Common Trust	01/30/2008	S	344	D	\$ 72.24	1,451,828	I	By Trust
Common Stock	01/30/2008	S	541	D	\$ 72.26	1,451,287	I	By Trust
Common Stock	01/30/2008	S	1,823	D	\$ 72.27	1,449,464	I	By Trust
Common Stock	01/30/2008	S	1,050	D	\$ 72.28	1,448,414	I	By Trust
Common Stock	01/30/2008	S	520	D	\$ 72.29	1,447,894	I	By Trust
Common Stock	01/30/2008	S	450	D	\$ 72.3	1,447,444	I	By Trust
Common Stock	01/30/2008	S	250	D	\$ 72.31	1,447,194	I	By Trust
Common Stock	01/30/2008	S	439	D	\$ 72.32	1,446,755	I	By Trust
Common Stock	01/30/2008	S	296	D	\$ 72.33	1,446,459	I	By Trust
Common Stock	01/30/2008	S	1,916	D	\$ 72.34	1,444,543	I	By Trust
Common Stock	01/30/2008	S	250	D	\$ 72.3425	1,444,293	I	By Trust
Common Stock	01/30/2008	S	301	D	\$ 72.35	1,443,992	I	By Trust
Common Stock	01/30/2008	S	329	D	\$ 72.36	1,443,663	I	By Trust
Common Stock	01/30/2008	S	450	D	\$ 72.37	1,443,213	I	By Trust
Common Stock	01/30/2008	S	421	D	\$ 72.38	1,442,792	I	By Trust
Common Stock	01/30/2008	S	300	D	\$ 72.39	1,442,492	I	By Trust
Common Stock	01/30/2008	S	727	D	\$ 72.41	1,441,765	I	By Trust
	01/30/2008	S	1,450	D	\$ 72.42	1,440,315	I	By Trust

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Common
Stock

Common Stock	01/30/2008	S	1,194	D	\$ 72.43	1,439,121	I	By Trust
Common Stock	01/30/2008	S	1,106	D	\$ 72.44	1,438,015	I	By Trust
Common Stock	01/30/2008	S	52	D	\$ 72.46	1,437,963	I	By Trust
Common Stock	01/30/2008	S	200	D	\$ 72.47	1,437,763	I	By Trust (1)

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 Beneficially Owned Following Report Trans (Instr.
				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
MCCORMACK ROBERT C 50 SOUTH LASALLE STREET CHICAGO, IL 60603	X

Signatures

Paul A. Bernacki Attorney-In-Fact for Robert C.
McCormack 01/31/2008

__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 Form 4 is being filed as Part 2 and is a continuation of Part 1 and is continued on two additional Form 4s as Part 3 and 4 (due to the thirty row maximum allowed on Table I)

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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