

NORTHERN TRUST CORP
Form 4
May 02, 2008

FORM 4

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

OMB APPROVAL

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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 *
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. LA SALLE STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

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)
				(A) or (D)	Price		
Common Stock	04/30/2008		M	A	\$ 45.1563	48,745	I By Trust
Common Stock	04/30/2008		F	D	\$ 74.92	47,976	I By Trust
Common Stock	04/30/2008		S	D	\$ 74.38	47,876	I By Trust
Common Stock	04/30/2008		S	D	\$ 74.395	47,376	I By Trust
Common Stock	04/30/2008		S	D	\$ 74.4	46,576	I By Trust

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Common Stock	04/30/2008	S	200	D	\$ 74.425	46,376	I	By Trust
Common Stock	04/30/2008	S	1,000	D	\$ 74.43	45,376	I	By Trust
Common Stock	04/30/2008	S	100	D	\$ 74.45	45,276	I	By Trust
Common Stock	04/30/2008	S	437	D	\$ 74.46	44,839	I	By Trust
Common Stock	04/30/2008	S	100	D	\$ 74.47	44,739	I	By Trust
Common Stock	04/30/2008	S	400	D	\$ 74.48	44,339	I	By Trust
Common Stock	04/30/2008	S	400	D	\$ 74.49	43,939	I	By Trust
Common Stock	04/30/2008	S	100	D	\$ 74.51	43,839	I	By Trust
Common Stock	04/30/2008	S	100	D	\$ 74.515	43,739	I	By Trust
Common Stock	04/30/2008	S	100	D	\$ 74.535	43,639	I	By Trust
Common Stock	04/30/2008	S	100	D	\$ 74.55	43,539	I	By Trust
Common Stock ⁽¹⁾						30,899	D	
Common Stock						8,564 ⁽²⁾	I	401(k)

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

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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)
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	Date Exercisable	Expiration Date	Code	V (A) (D)		Title	Amount or Number of Shares	
Employee Stock Option (right-to-buy)	\$ 45.1562	04/30/2008	M		6,572	05/13/2001 05/13/2009	Common Stock	6,572

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRADKIN STEVEN L 50 S. LA SALLE STREET CHICAGO, IL 60603			Executive Vice President & CFO	

Signatures

Paul A. Bernacki Attorney-in-Fact for Steven L. Fradkin	05/02/2008
**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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) as of 3/31/08

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.