

MOEN TIMOTHY P
Form 4
May 03, 2010

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 *
MOEN TIMOTHY P

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)
04/29/2010

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

CHICAGO, IL 60603

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	04/29/2010		M	6,153 A \$ 48.755	30,995	I	By Trust
Common Stock	04/29/2010		F	5,436 D \$ 48.755	25,559	I	By Trust
Common Stock	04/29/2010		M	1,912 A \$ 52.3	27,471	I	By Trust
Common Stock	04/29/2010		F	1,812 D \$ 52.3	25,659	I	By Trust
Common Stock	04/29/2010		M	3,066 A \$ 32.615	28,725	I	By Trust

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Common Stock	04/29/2010	F	1,812	D	\$ 32.615	26,913	I	By Trust
Common Stock <u>(1)</u>						34,813	D	
Common Stock						5 <u>(2)</u>	I	401(k)

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 48.755	04/29/2010		M	6,153	<u>(3)</u> 10/15/2011	Common Stock	6,153	
Employee Stock Option (right to buy)	\$ 52.3	04/29/2010		M	1,912	<u>(4)</u> 05/20/2012	Common Stock	1,912	
Employee Stock Option (right to buy)	\$ 32.615	04/29/2010		M	3,066	<u>(5)</u> 02/18/2013	Common Stock	3,066	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MOEN TIMOTHY P
50 SOUTH LASALLE STREET
CHICAGO, IL 60603

Executive Vice President

Signatures

Paul A. Bernacki, Attorney-in-Fact for Timothy P.
Moen

05/03/2010

__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 03/31/2010
- (3) Exercisable on 10/15/2002; 10/15/2003; and 10/15/2004.
- (4) Exercisable on 5/20/2003; 5/20/2004; and 5/20/2005.
- (5) Exercisable on 2/18/2004; 2/18/2005; and 2/18/2006.

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.