

Edgar Filing: NORTHERN TRUST CORP - Form 4

NORTHERN TRUST CORP
Form 4
January 23, 2003

[] Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may continue.
See Instruction 1(b).

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                                OMB APPROVAL
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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 4

STATEMENT OF 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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

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-----
Crown                               Susan
-----
  (Last)                             (First)                             (Middle)
-----
222 North LaSalle Street, Suite 2000
-----
                               (Street)
-----
Chicago                             Illinois                             60601
-----
  (City)                             (State)                             (Zip)
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2. Issuer Name and Ticker or Trading Symbol

Northern Trust Corporation (NTRS)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

January 21, 2003

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

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7. 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	(A) or (D)	Price
Common Stock	01/21/03	A		2,400	A	
Common Stock						
Common Stock						
Common Stock						3

Note A: Represents stock units payable automatically on a one-for-one basis in shares of the Corporation's common stock. 800 stock units will vest following re-election of the Reporting Person as a director of the Issuer in each of the years 2003 through 2005.

Note B: Excludes stock units described in Note A.

Note C: Owned by various trusts of which the children of the Reporting Person are beneficiaries.

Note D: Owned by a partnership, Henry Crown and Company (Not Incorporated)

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of which trusts for the benefit of the Reporting Person and the children of the Reporting Person are partners. The Reporting Person disclaims beneficial ownership of the shares described in Notes C and D, except to the extent of her beneficial interest in the entities that own these shares.

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (3-99)

FORM 4 (continued)

Table II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares

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Explanation of Responses:

/s/ Susan Crown

January 23, 2003

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Page 2