

NORTHERN TRUST CORP  
Form 8-K  
April 28, 2009

# U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 28, 2009

## Northern Trust Corporation

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-5965**  
(Commission File Number)

**36-2723087**  
(IRS Employer  
Identification No.)

**50 South LaSalle Street, Chicago, Illinois**  
(Address of principal executive offices)

**(312) 630-6000**

**60603**  
(Zip Code)

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(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure.**

On April 28, 2009, Northern Trust Corporation (the Company) issued a press release announcing it has priced a public offering of common stock to the public for total gross proceeds of approximately \$750 million. Additionally, the Company today began offering approximately \$500 million of senior notes. The consummation of the common stock offering is not conditioned upon the concurrent consummation of the offering of notes, and vice versa. A copy of the press release is attached hereto as Exhibit 99 and is incorporated into Item 7.01 of this Current Report on Form 8-K by reference.

The information in this Form 8-K, including Exhibit 99, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise stated in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99      April 28, 2009 Press Release

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Northern Trust Corporation**

Date: April 28, 2009

By: /s/ Steven L. Fradkin  
Steven L. Fradkin

Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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