

Bowman Biff
Form 4
February 21, 2019

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 *
Bowman Biff

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 LASALLE ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2019

____ Director
 Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

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) Code V Amount (D) Price			
Common Stock	02/19/2019		F	2,140 D \$ 92.83	84,597 ⁽¹⁾ ⁽²⁾	D	
Common Stock	02/19/2019		F	1,578 D \$ 92.83	83,019 ⁽³⁾ ⁽⁴⁾	D	
Common Stock	02/19/2019		A	8,694 A \$ 0	91,713 ⁽⁵⁾	D	
Common Stock					553.37	I	401(k) as of 12-31-18

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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bowman Biff 50 S LASALLE ST CHICAGO, IL 60603			EVP & Chief Financial Officer	

Signatures

Bradley R. Gabriel, Attorney-in-Fact for Biff
Bowman

02/21/2019

**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) Reflects 2,140 shares withheld in payment of Federal, State and Medicare taxes upon the vesting of 4,829 previously reported stock units. The remaining 2,689 shares were distributed to the reporting person as shares of common stock.
- (2) Includes 20,639 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (3) Reflects 1,578 shares withheld in payment of Federal, State and Medicare taxes upon the vesting of 3,561 previously reported stock units. The remaining 1,983 shares were distributed to the reporting person as shares of common stock.
- (4) Includes 17,078 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (5) Includes 25,772 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

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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