

NORTHERN TRUST CORP  
Form 4  
May 04, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
Karpinski Jane

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)

3. Date of Earliest Transaction (Month/Day/Year)  
04/30/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior VP & Controller

50 SOUTH LASALLE STREET

(Street)

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

CHICAGO, IL 60603

(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	04/30/2015		M		2,368	A	\$ 63.36
Common Stock	04/30/2015		M		2,106	A	\$ 71.23
Common Stock	04/30/2015		M		2,275	A	\$ 55.39
Common Stock	04/30/2015		M		3,678	A	\$ 50.99
Common Stock	04/30/2015		M		3,562	A	\$ 52.64

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Common Stock	04/30/2015	M	61	A	\$ 43.65	23,917 <sup>(1)</sup>	D	
Common Stock	04/30/2015	M	673	A	\$ 43.65	24,590 <sup>(1)</sup>	D	
Common Stock	04/30/2015	S	14,723	D	\$ 73.1	9,867 <sup>(1)</sup>	D	
Common Stock						111	I	Employee Share Ownership Plan as of 3/31/2015

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (UKU, right-to-buy)	\$ 63.36	04/30/2015		M	2,368	<sup>(2)</sup> 02/20/2017	Common Stock	2,368	
Employee Stock Option (UKU, right-to-buy)	\$ 71.23	04/30/2015		M	2,106	<sup>(3)</sup> 02/19/2018	Common Stock	2,106	
Employee Stock Option (UKU, right-to-buy)	\$ 55.39	04/30/2015		M	2,275	<sup>(4)</sup> 02/16/2019	Common Stock	2,275	
Employee Stock Option	\$ 50.99	04/30/2015		M	3,678	<sup>(5)</sup> 02/15/2020	Common Stock	3,678	

