#### WADDELL FREDERICK H

Form 4

March 12, 2013

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

**OMB APPROVAL** 

Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** WADDELL FREDERICK H			2. Issuer Name and Ticker or Trading Symbol NORTHERN TRUST CORP [NTRS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 50 S. LASAL	(First) LE STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/11/2013	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman and CEO		
CHICAGO, II	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
CHICAGO, IL 60603						

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3,	ed of	` ′	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)
Common Stock	03/11/2013		M(1)	30,000	A	\$ 49.12	87,307	I	By Trust
Common Stock	03/11/2013		S(2)	30,000	D	\$ 55.0032 (3)	57,307	I	By Trust
Common Stock (4)							257,579	D	
Common Stock							84,529	I	GRAT
Common Stock							120	D	

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Common Stock	8,710 I	By Spouse
Common Stock	31,883.71 <u>(5)</u> I	401(k)

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

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# 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securiti (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right-to-buy)	\$ 49.12	03/11/2013		M(1)		30,000	<u>(6)</u>	02/17/2014	Common Stock	30,0

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting of their remains a remainder	Director	10% Owner	Officer	Other			
WADDELL FREDERICK H 50 S. LASALLE STREET CHICAGO, IL 60603	X		Chairman and CEO				

### **Signatures**

Paul A. Bernacki, Attorney-in-Fact for Frederick H. Waddell 03/12/2013

\*\*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) This option exercise was made pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.
- (2) This sale was made pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.

Reporting Owners 2

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- The price in Column 4 is the weighted average price. The prices actually received ranged from \$55.00 to \$55.0201. Upon request, the (3) reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.
- (4) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (5) as of 12/31/12
- (6) This option became excercisable in four annual installments beginning 2/17/2005.

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.