

NORTHERN TRUST CORP  
 Form 4  
 October 27, 2009

**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 \*  
**FRADKIN STEVEN L**

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. LA SALLE STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/23/2009**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP & President/C&IS**

**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)	Price		
Common Stock <sup>(1)</sup>	10/23/2009		F	1,110	D \$ 53.385	35,659 <sup>(2)</sup>	D
Common Stock <sup>(1)</sup>	10/23/2009		F	1,178	D \$ 53.385	31,659 <sup>(3)</sup>	D
Common Stock <sup>(1)</sup>	10/23/2009		F	65	D \$ 53.385	31,594 <sup>(4)</sup>	D
Common Stock						52,371 <sup>(2)</sup> <sup>(3)</sup>	I By Trust
Common Stock						8,815 <sup>(5)</sup>	I 401(k)

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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. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRADKIN STEVEN L 50 S. LA SALLE STREET CHICAGO, IL 60603			EVP & President/C&IS	

## Signatures

Paul A. Bernacki Attorney-in-Fact for Steven L. Fradkin  
10/27/2009

\_\_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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) On October 23, 2009, 7,500 already reported and vested stock units, granted on February 17, 2004, were distributed to the reporting person; 2,463 stock units were distributed to the reporting person as common stock of NTRS; 1,110 stock units were withheld in payment of Federal, State and Medicare taxes, and 3,927 stock units were deferred.
- (3) On October 23, 2009, 4,000 already reported and vested stock units, granted on February 15, 2005, were distributed to the reporting person, 2,822 stock units were distributed to the reporting person as common stock of NTRS, and 1,178 stock units were withheld in payment of Federal, State and Medicare taxes.
- (4)

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On October 23, 2009, 3,199 already reported and vested stock units, granted on February 21, 2006, were distributed to the reporting person; 65 stock units were withheld in payment of Federal, State and Medicare taxes, and 3,134 stock units were deferred.

(5) as of 9/30/2009

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.