

WADDELL FREDERICK H  
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 \*  
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) (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)  
CEO and President

CHICAGO, IL 60603

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

(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 <sup>(1)</sup>	10/23/2009		F		303 D \$ 53.385	117,213 <sup>(2)</sup>	D
Common Stock <sup>(1)</sup>	10/23/2009		F		101 D \$ 53.385	117,112 <sup>(3)</sup>	D
Common Stock <sup>(1)</sup>	10/23/2009		F		86 D \$ 53.385	117,026 <sup>(4)</sup>	D
Common Stock <sup>(1)</sup>	10/23/2009		F		252 D \$ 53.385	116,774 <sup>(5)</sup>	D
Common Stock	10/26/2009		G	V	3,045 D \$ 0	107,632	I By Trust

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Common Stock	10/27/2009		G	V	100	D	\$ 0	107,532	I	By Trust
Common Stock								120	D	
Common Stock								14,475	I	By Spouse
Common Stock								29,488 <sup>(6)</sup>	I	401(k)

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.**

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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)
				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
WADDELL FREDERICK H 50 S. LA SALLE STREET CHICAGO, IL 60603	X		CEO and President	

## Signatures

Paul A. Bernacki Attorney-in-Fact for Frederick H. Waddell  
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, 15,000 already reported and vested stock units, granted on February 17, 2004 were distributed to the reporting person; 303 stock units were withheld in payment of Federal, State and Medicare taxes and 14,697 stock units were deferred.
- (3) On October 23, 2009, 5,000 already reported and vested stock units, granted on February 15, 2005, were distributed to the reporting person; 101 stock units were withheld in payment of Federal, State and Medicare taxes and 4,899 stock units were deferred.
- (4) On October 23, 2009, 4,266 already reported and vested stock units, granted on February 21, 2006, were distributed to the reporting person; 86 stock units were withheld in payment of Federal, State and Medicare taxes and 4,180 stock units were deferred.
- (5) On October 23, 2009, 12,500 already reported and vested stock units, granted on July 18, 2006, were distributed to the reporting person; 252 stock units were withheld in payment of Federal, State and Medicare taxes and 12,248 stock units were deferred.
- (6) as of 9-30-09

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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