

HASTINGS BARRY G  
Form 5  
February 10, 2003

**FORM 5**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB Number: 3235-0362  
Expires: January 31, 2005  
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See Instruction 1(b).

Form 3 Holdings Reported

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

Filed By  
Romeo and Dye's  
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www.section16.net

Form 4 Transactions Reported

1. Name and Address of Reporting Person* <b>Hastings Barry G.</b> (Last) (First) (Middle) <b>Northern Trust Corporation</b> <b>50 S La Salle St</b>  (Street) <b>Chicago, IL 60675</b>			2. Issuer Name and Ticker or Trading Symbol <b>Northern Trust Corporation NTRS</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Retired President, COO and Director as of 12/31/02</b>		
			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year <b>12/31/02</b>		
						5. If Amendment, Date of Original (Month/Year)		
						7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

1. Title of Security (Instr. 3)			2. Trans-action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans-action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
						Amount	(A) or (D)	Price			
Common Stock			11/22/02		G	374587	D		0	I	By Trust
Common Stock			11/22/02		G	374587 <sup>(1)</sup>	A		374587	I	By wife as trustee
Common Stock									26500	D	
Common Stock <sup>(2)</sup>									56000	D	
Common Stock									12000 <sup>(3)</sup>	I	By Trust
Common Stock									2000 <sup>(4)</sup>	I	By Trust
Common Stock									1046 <sup>(5)</sup>	I	By Trust
Common Stock									57225.305 <sup>(6)</sup>	I	401(k)

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Common Stock								15390.3769 <sup>(6)</sup>	I	By ESOP
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 5 (continued) 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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock Option (right to buy) <sup>(7)</sup>									Common Stock	807385		807385	D	
Common Stock Award <sup>(7)</sup>									Common Stock	68000		68000	D	

Explanation of Responses:

- (1) These shares were transferred pursuant to the terms of an Irrevocable Trust Agreement dated 11/13/2002. The reporting person's spouse is the trustee of the trust, and the reporting person has a remainder interest in the trust. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- (2) Represents stock units payable automatically in common stock on a 1-for-1 basis.
- (3) These shares are held in a trust for the benefit of the reporting person's mother. The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of all shares held by this trust.
- (4) These shares are held for the benefit of the reporting person's mother-in-law. The reporting person's spouse has been trustee of the trust since November 1996. The reporting person disclaims beneficial ownership of all shares held by this trust.
- (5) These shares are held in a trust for the benefit of the reporting person's wife, sister-in-law and brother-in-law. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of all shares held by this trust.
- (6) as of 12/31/02
- (7) with tandem tax withholding right

By: /s/ **Eileen C. Ratzka (POA)**  
**Barry G. Hastings**  
 \*\*Signature of Reporting Person

**02/10/03**  
 Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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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