### THERIAULT TIMOTHY J

Form 4

October 27, 2004

## FORM 4

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

2. Issuer Name and Ticker or Trading

**OMB** 

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

2005 Estimated average burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

| THERIAULT TIMOTHY J                      |  |                                | Symbol                         |  |        |   | Issuer  |                     |                        |  |
|--|--|--------------------------------|--------------------------------|--|--------|---|---|---------------------|------------------------|--|
|  |  |                                | NORTHERN TRUST CORP<br>[NTRS]  |  |        |   | (Check all applicable)                                  |                     |                        |  |
| (Last)                                   | (First) (M   |                                | , Dute of Burnest Transaction  |  |        |   | Director 10% Owner X Officer (give title Other (specify |                     |                        |  |
| 50 S. LA SA                              |  | (Month/Day/Year)<br>10/27/2004 |                                |  |        | below) below) EVP & President/WWOT  |   |                     |                        |  |
|  | (Street)   | 4. If Am                       | 4. If Amendment, Date Original |  |        |   | 6. Individual or Joint/Group Filing(Check               |                     |                        |  |
| Filed(Month/Day/Year)  CHICAGO, IL 60675 |  |                                |                                |  |        | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting |   |                     |                        |  |
|  | IL 00073   |                                |                                |  |        |   | Person  |                     |                        |  |
| (City)                                   | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                |                                |  |        |   |   |                     |                        |  |
| 1.Title of                               | 2. Transaction Date  |                                |                                |  |        |   | 5. Amount of  | 6. Ownership        |                        |  |
| Security (Instr. 3)                      | (Month/Day/Year)   | Execution Date, it             | Transaction Code               | Transaction(A) or Disposed of Code (D) |        |   | Securities<br>Beneficially                              | Form: Direct (D) or | Indirect<br>Beneficial |  |
| (111341. 3)                              |  | (Month/Day/Year                |                                | (Instr. 3,                             | 4 and  | 5)  | Owned   | Indirect (I)        | Ownership              |  |
|  |  |                                |                                |  |        |   | Following<br>Reported                                   | (Instr. 4)          | (Instr. 4)             |  |
|  |  |                                |                                |  | (A) or |   | Transaction(s)  |                     |                        |  |
|  |  |                                | Code V                         | Amount                                 |        | Price   | (Instr. 3 and 4)  |                     |                        |  |
| Common<br>Stock                          | 10/27/2004   |                                | S                              | 5,000                                  | D      | \$<br>40.5  | 30,653  | I                   | TJT Trust              |  |
| Common Stock (1)                         |  |                                |                                |  |        |   | 42,000  | D                   |                        |  |
| Common<br>Stock                          |  |                                |                                |  |        |   | 6,184 <u>(2)</u>  | I                   | ESOP                   |  |
|  |  |                                |                                |  |        |   |   |                     |                        |  |

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

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#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                | 5.         | 6. Date Exer    | cisable and | 7. Tit | le and     | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------------|------------|-----------------|-------------|--------|------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber |            | Expiration Date |             | Amou   | unt of     | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code              | of         | (Month/Day/     | /Year)      | Unde   | rlying     | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)        | Derivativ  | e               |             | Secur  | rities     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |                   | Securities | ;               |             | (Instr | . 3 and 4) |             | Own    |
|             | Security    |                     |                    |                   | Acquired   |                 |             |        |            |             | Follo  |
|             | _           |                     |                    |                   | (A) or     |                 |             |        |            |             | Repo   |
|             |             |                     |                    |                   | Disposed   |                 |             |        |            |             | Trans  |
|             |             |                     |                    |                   | of (D)     |                 |             |        |            |             | (Instr |
|             |             |                     |                    |                   | (Instr. 3, |                 |             |        |            |             |        |
|             |             |                     |                    |                   | 4, and 5)  |                 |             |        |            |             |        |
|             |             |                     |                    |                   |            |                 |             |        |            |             |        |
|             |             |                     |                    |                   |            |                 |             |        | Amount     |             |        |
|             |             |                     |                    |                   |            | Date            | Expiration  |        | or         |             |        |
|             |             |                     |                    |                   |            | Exercisable     | Date        | Title  | Number     |             |        |
|             |             |                     |                    |                   |            |                 |             |        | of         |             |        |
|             |             |                     |                    | Code V            | (A) (D)    |                 |             |        | Shares     |             |        |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

THERIAULT TIMOTHY J 50 S. LA SALLE ST. CHICAGO, IL 60675

**EVP & President/WWOT** 

## **Signatures**

Eileen C. Ratzka POA for Timothy J. Theriault

10/27/2004

\*\*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) as of 12/31/2003

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.

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