NORTHERN TRUST CORP
Form 4
April 22, 2005

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WINTER ALISON A
(Last) (First) (Middle)
50 S. LA SALLE ST.
(Street)
CHICAGO, IL 60675
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NORTHERN TRUST CORP [NTRS]

3. Date of Earliest Transaction (Month/Day/Year)
04/21/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & President/PFS-NE

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/21/2005		S		775	D	$ 44.35	16,913	I	Winter Family Trust
Common Stock	04/21/2005		S		700	D	$ 44.33	16,213	I	Winter Family Trust
Common Stock	04/21/2005		S		300	D	$ 44.32	15,913	I	Winter Family Trust
Common Stock	04/21/2005		S		1,600	D	$ 44.29	14,313	I	Winter Family

										Trust
Common Stock	04/21/2005		S		100	D	$ 44.28	14,213	I	Winter Family Trust
Common Stock	04/21/2005		S		600	D	$ 44.22	13,613	I	Winter Family Trust
Common Stock	04/21/2005		S		1,600	D	$ 44.18	12,013	I	Winter Family Trust
Common Stock	04/21/2005		S		625	D	$ 44.17	11,388	I	Winter Family Trust
Common Stock	04/21/2005		S		200	D	$ 44.16	11,188	I	Winter Family Trust
Common Stock	04/21/2005		S		1,000	D	$ 44.15	10,188	I	Winter Family Trust
Common Stock	04/22/2005		G	V	800	D	$ 0	9,388	I	Winter Family Trust
Common Stock	04/21/2005		S		600	D	$ 44.34	2,400	I	Winter Family Trust
Common Stock	04/21/2005		S		1,800	D	$ 44.33	600	I	Winter Family Trust
Common Stock	04/21/2005		S		300	D	$ 44.32	300	I	Winter Family Trust
Common Stock	04/21/2005		S		300	D	$ 44.31	0	I	Winter Family Trust
Common Stock	04/21/2005		S		100	D	$ 44.403	0	I	By Trust
Common Stock								3,185	I	POA for Son
Common Stock								2,255	I	POA for Daughter
Common Stock								32,439 (1) (3)	I	401(k)
								48,000	D	

Common Stock (2)

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. 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
WINTER ALISON A 50 S. LA SALLE ST. CHICAGO, IL 60675			EVP & President/PFS-NE	

Signatures

Eileen C. Ratzka POA for Alison A. Winter	04/22/2005
**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) On January 1, 2005 the Northern Trust Employee Stock Ownership Plan (ESOP) was merged with The Northern Trust Company Thrift Incentive Plan (401(k)). This holding reflects the reporting person's shares in the Northern Trust Common Stock Fund in the 401(k) and the Former ESOP Fund. Before the merger, the two funds were reported separately.

(2) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

(3) as of March 31, 2005

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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