

NORTHERN TRUST CORP  
 Form 4  
 October 23, 2007

**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 \*  
**SMITH HAROLD B**

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 ST.**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/19/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**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 Ownership (Instr. 4)
				Code	V	Amount or Price			
Common Stock	10/19/2007		S			2,225 D \$ 69.4	162,707	I	By Trust
Common Stock	10/19/2007		S			79 D \$ 69.4033	162,628	I	By Trust
Common Stock	10/19/2007		S			79 D \$ 69.4067	162,549	I	By Trust
Common Stock	10/19/2007		S			105 D \$ 69.4077	162,444	I	By Trust
Common Stock	10/19/2007		S			185 D \$ 69.41	162,259	I	By Trust

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Common Stock	10/19/2007	S	79	D	\$ 69.4133	162,180	I	By Trust
Common Stock	10/19/2007	S	26	D	\$ 69.415	162,154	I	By Trust
Common Stock	10/19/2007	S	132	D	\$ 69.42	162,022	I	By Trust
Common Stock	10/19/2007	S	110	D	\$ 69.43	161,912	I	By Trust
Common Stock	10/19/2007	S	277	D	\$ 69.44	161,635	I	By Trust
Common Stock	10/19/2007	S	594	D	\$ 69.4442	161,041	I	By Trust
Common Stock	10/19/2007	S	264	D	\$ 69.449	160,777	I	By Trust
Common Stock	10/19/2007	S	581	D	\$ 69.45	160,196	I	By Trust
Common Stock	10/19/2007	S	158	D	\$ 69.4517	160,038	I	By Trust
Common Stock	10/19/2007	S	324	D	\$ 69.46	159,714	I	By Trust
Common Stock	10/19/2007	S	53	D	\$ 69.485	159,661	I	By Trust
Common Stock	10/19/2007	S	106	D	\$ 69.4875	159,555	I	By Trust
Common Stock	10/19/2007	S	1,128	D	\$ 69.49	158,427	I	By Trust
Common Stock	10/19/2007	S	106	D	\$ 69.495	158,321	I	By Trust
Common Stock	10/19/2007	S	343	D	\$ 69.5	157,978	I	By Trust
Common Stock	10/19/2007	S	105	D	\$ 69.5008	157,873	I	By Trust
Common Stock	10/19/2007	S	333	D	\$ 69.51	157,540	I	By Trust
Common Stock	10/19/2007	S	158	D	\$ 69.52	157,382	I	By Trust
Common Stock	10/19/2007	S	354	D	\$ 69.5264	157,028	I	By Trust
Common Stock	10/19/2007	S	53	D	\$ 69.53	156,975	I	By Trust
	10/19/2007	S	26	D	\$ 69.535	156,949	I	By Trust

Common Stock									
Common Stock	10/19/2007		S	64	D	\$ 69.5368	156,885	I	By Trust
Common Stock	10/19/2007		S	369	D	\$ 69.54	156,516	I	By Trust
Common Stock	10/19/2007		S	76	D	\$ 69.56	156,440	I	By Trust
Common Stock	10/19/2007		S	660	D	\$ 69.5684	155,780	I	By Trust <u>(1)</u>

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. Number of Derivative Securities Owned Beneficially (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
SMITH HAROLD B 50 S. LA SALLE ST. CHICAGO, IL 60603		X		

## Signatures

Paul A. Bernacki Attorney-in-Fact for Harold B. Smith  
10/23/2007

\_\_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) This Form 4 is being filed as Part 4 and is continued on two additional Form 4s as Parts 5 and 6 (due to the thirty row maximum allowed on Table I)

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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