#### SMITH DAVID BYRON JR

Form 4

Stock

Stock

Stock

Common

Common

December 21, 2012

| FORM  Check thi if no long  | s box  | ES SECURITIES AND EXCH<br>Washington, D.C. 2054  | .9                             |   |   | 3235-0287<br>January 31, |  |
|---|--|--|--------------------------------|---|---|--------------------------|--|
| subject to Section 16. Form 4 or Form 5 obligations may continue.  See Instruction 1(b).  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES  Estimated average burden hours per response  Tiled 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 |  |  |                                |   |   |                          |  |
|   | ddress of Reporting Person<br>VID BYRON JR                 | 2. Issuer Name and Ticker or Tra<br>Symbol<br>NORTHERN TRUST CORI                          |                                | 5. Relationship of<br>Issuer (Chec  | Reporting Per   |                          |  |
| (Last) 50 SOUTH   | (First) (Middle)   | 3. Date of Earliest Transaction (Month/Day/Year) 12/21/2012                                |                                | _X_ Director 10% Owner Officer (give title below) Other (specify below)   |   |                          |  |
| CHICAGO,  | (Street)   | 4. If Amendment, Date Original Filed(Month/Day/Year)                                       |                                | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting |   |                          |  |
| (City)  | (State) (Zip)  |  |                                | Person  |   |                          |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date 2A. I<br>(Month/Day/Year) Exection any | ution Date, if TransactionAcquired (Code Disposed on th/Day/Year) (Instr. 8) (Instr. 3, 4) | es A) or of (D) and 5)  (A) or | 5. Amount of<br>Securities<br>Beneficially  | f, or Beneficial 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) |                          |  |
| Common<br>Stock   | 12/21/2012   | G V 1,704  |                                | 1,704   | I   | By Trust                 |  |
| Common Stock (2)  |  |  |                                | 1,920.2   | D   |                          |  |
| Common  |  |  |                                | 15.474  | D   |                          |  |

15,474

1,622

1,362,880

D

I

I

By Trust

By Trust

(3)

(5)

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| Common<br>Stock | 1,622 | I | By Trust |
|-----------------|-------|---|----------|
| Common<br>Stock | 1,622 | I | By Trust |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transact<br>Code<br>(Instr. 8) | 5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | ate                | 7. Title a<br>Amount<br>Underlyi<br>Securitie<br>(Instr. 3 | of<br>ing<br>es | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|---|---|---|---|--------------------------------------|--|---------------------|--------------------|--|-----------------|---|
|   |   |   |   | Code V                               | 7 (A) (D)  | Date<br>Exercisable | Expiration<br>Date | or<br>Title N  | umber           |   |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |
| SMITH DAVID BYRON JR           |               |           |         |       |  |  |
| 50 SOUTH LASALLE STREET        | X             |           |         |       |  |  |
| CHICAGO, IL 60603              |               |           |         |       |  |  |

# **Signatures**

Paul A. Bernacki, Attorney-in-Fact for David H.B. Smith, Jr.

12/21/2012

\*\*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).
- Shares are held in a trust established for the benefit of reporting person's minor children, of which the reporting person is a co-trustee and shares investment control.

Reporting Owners 2

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- (2) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (3) These shares are held in a trust of which reporting person has a partial direct pecuniary interest.
- (4) Shares are held in a trust established for the benefit of reporting person's minor child, of which the reporting person is a co-trustee.
- (5) Shares are held in a trust established for the benefit of reporting person's minor child, of which the reporting person is a co-trustee.
- (6) Shares are held in a trust established for the benefit of reporting person's minor child, of which the reporting person is a co-trustee.

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.