SMITH DAVID BYRON JR

Form 4

February 06, 2013

FORM 4

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

OMB

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

Estimated average **SECURITIES**

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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 * SMITH DAVID BYRON JR	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	NORTHERN TRUST CORP [NTRS]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	XDirector10% OwnerOfficer (give titleOther (specify below)			
50 SOUTH LASALLE STREET	02/05/2013	,			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CHICAGO, IL 60603	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Form: Direct TransactionAcquired (A) or Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Owned Ownership (Instr. 8) Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Amount (D) Price Code Common By Trust 02/05/2013 G V 271 A \$0 1,893 Ι Stock (1) By Trust Common 02/05/2013 G V 271 A \$0 1,893 I Stock (2) Common By Trust 02/05/2013 G V 271 Α \$0 1.893 Ι Stock (3) By Trust Common 1,704 I Stock (4) Common 1,920.2 D Stock (5)

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Common Stock	15,474	D	
Common Stock	1,362,880	I	By Trust

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

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

Signatures

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

02/06/2013

**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) 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.
- (2) 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.

Reporting Owners 2

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- (3) 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.
- (4) 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.
- (5) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (6) These shares are held in a trust of which reporting person has a partial direct pecuniary interest.

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.