

WADDELL FREDERICK H
Form 4
February 13, 2013

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 *
WADDELL FREDERICK H

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. LASALLE STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2013

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

CHICAGO, IL 60603

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

(City) (State) (Zip)

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 | (D) | Price | | | |
| Common Stock ⁽¹⁾ | 02/11/2013 | | A | | 31,553 | A | \$ 0 | 291,900 | D | |
| Common Stock | 02/12/2013 | | M ⁽²⁾ | | 30,000 | A | \$ 49.12 | 66,629 | I | By Trust |
| Common Stock | 02/12/2013 | | S ⁽³⁾ | | 30,000 | D | \$ 53.0006 ⁽⁴⁾ | 36,629 | I | By Trust |
| Common Stock | | | | | | | | 84,529 | I | GRAT |
| Common Stock | | | | | | | | 120 | D | |

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| | | | |
|--------------|--------------------------|---|-----------|
| Common Stock | 8,710 | I | By Spouse |
| Common Stock | 31,883.71 ⁽⁵⁾ | I | 401(k) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (right-to-buy) | \$ 52.69 | 02/11/2013 | | A | 94,658 | ⁽⁶⁾ 02/11/2023 | Common Stock | |
| Employee Stock Option (right-to-buy) | \$ 49.12 | 02/12/2013 | | M ⁽²⁾ | 30,000 | ⁽⁷⁾ 02/17/2014 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WADDELL FREDERICK H 50 S. LASALLE STREET CHICAGO, IL 60603 | X | | Chairman and CEO | |

Signatures

Paul A. Bernacki, Attorney-in-Fact for Frederick H. Waddell
Date: 02/13/2013

⁽²⁾Signature of Reporting Person

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).

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- (1) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) This option exercise was made pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.
- (3) This sale was made pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.

The price in Column 4 is the weighted average price. The prices actually received ranged from \$53.00 to \$53.02. Upon request, the

- (4) reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.

- (5) as of 12/31/12

- (6) The option becomes exercisable in four annual installments: 23,665 on February 11, 2014; 23,665 on February 11, 2015; 23,664 on February 11, 2016; and 23,664 on February 11, 2017.

- (7) This option became exercisable in four annual installments beginning 2/17/2005.

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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