

Potter Stephen N
 Form 4
 April 18, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Potter Stephen N

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 SOUTH LA SALLE STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/18/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President NTGI

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|---------------------------|
| | | | | Code | V | Amount | (A) or (D) Price | | | |
| Common Stock | 04/18/2013 | | S | | 6,634 | D | \$ 52.5415 <u>(1)</u> | 32,911 | I | By Trust |
| Common Stock <u>(2)</u> | | | | | | | | 59,640 | D | |
| Common Stock | | | | | | | | 1,270 | I | Spouse as Trustee for Son |
| Common Stock | | | | | | | | 1,270 | I | Spouse as Trustee for |

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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) as of 3-31-13

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.