Potter Stephen N Form 4 May 17, 2013

FORM 4

ION OMB

OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or Expires: January 31, 2005
Estimated average

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 0.5

Form 5 obligations may continue.

See Instruction

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

1(b).

(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) 50 SOUTH LA	(First) SALLE ST	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2013	Director 10% Owner Officer (give title Other (specify below) President NTGI
	(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
CHICAGO, IL 60603				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. Securit onor Dispos (Instr. 3, 4)	ed of (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)
Common Stock	05/15/2013		M(1)	30,000	A	\$ 44.465	62,911	I	By Trust
Common Stock	05/15/2013		S(2)	30,000	D	\$ 57.02 (3)	32,911	I	By Trust
Common Stock (4)							59,640	D	
Common Stock							1,270	I	Spouse as Trustee for Son
Common Stock							1,270	I	Spouse as Trustee

for Daughter

Common 8,342.88 (5) I 401(k)

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)

Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio		umber of vative	6. Date Exercise Expiration Date		7. Title and A Underlying S	
Security (Instr. 3)	or Exercise Price of Derivative Security	(any (Month/Day/Year)	Code (Instr. 8)	e Securities		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Employee Stock Option		05/15/2013		M <u>(1)</u>		30,000	03/31/2005	02/15/2015	Common Stock	30,

Reporting Owners

Reporting Owner Name / Address	Relationships							
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
D C. 1 N								

Potter Stephen N

(right-to-buy)

50 SOUTH LA SALLE STREET President NTGI

CHICAGO, IL 60603

Signatures

Paul A. Bernacki Attorney-in-Fact for Stephen N. 05/17/2013

**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) This option was exercised pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.
- (2) This sale was made pursuant to a written plan adopted in accordance with SEC Rule 10b5-1.

Reporting Owners 2

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- The price in Column 4 is the weighted average price. The prices actually received ranged from \$57.00 to \$57.14. Upon request, the 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.
- (4) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (**5**) 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.