NORTHERN TRUST CORP
Form 4/A
May 17, 2013

# FORM 4

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

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 [*]<br>FRADKIN STEVEN L | 2. Issuer Name **and** Ticker or Trading Symbol<br>NORTHERN TRUST CORP [NTRS] | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br>\_\_\_\_\_ Director  \_\_\_\_\_ 10% Owner<br>\_\_X\_\_ Officer (give title \_\_\_\_\_ Other (specify below)<br>President/C&IS |
|---|---|---|
| (Last)  (First)  (Middle)<br><br>50 S. LA SALLE STREET | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/18/2013 | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year)<br>04/19/2013 | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>\_X\_ Form filed by One Reporting Person<br>\_\_\_ Form filed by More than One Reporting Person |
| CHICAGO, IL 60603 | | |
| (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 | (A) or (D) | Price | | | |
| Common Stock | 04/18/2013 | | M | | 16,666 | A | $ 49.12 | 82,486 | I | By Trust |
| Common Stock | | | | | | | | 9,542.62 [(1)] | I | By Trust |

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

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(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 Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| FRADKIN STEVEN L 50 S. LA SALLE STREET CHICAGO, IL 60603 | | | President/C&IS | |

# Signatures

| Paul A. Bernacki, Attorney-in-Fact for Steven L. Fradkin | 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)** as of 03/31/2013

**Remarks:**

In the Form 4 filed April 18, 2013, the amount on Table I, Column 5 was erroneously reported as 83,566 and is corrected in th

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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