### Edgar Filing: NORTHERN TRUST CORP - Form 4

	RN TRUST CORI	P									
Form 4 January 17,	2014										
FOR	ЛЛ	) STATES	SECU	RITIES	S AND EX	XCH.	ANGE C	OMMISSION	OMB A	PPROVAL	
Check this box Washington, D.C. 20549									Number:	3235-0287 January 31,	
if no longer subject to Section 16. Form 4 or				SECU	U <b>RITIES</b>					s. 2005 Ited average In hours per	
obligati may co	ions Section 17	(a) of the	Public I	Utility H	olding Co	ompai	•	Act of 1934, 1935 or Section )	1		
(Print or Type	e Responses)										
Cohodes Jeffrey D. Symt NO			Symbol NORT	IORTHERN TRUST CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(Month.			te of Earliest Transaction				Director 10% Owner _X_ Officer (give title Other (specify below) below)			
50 SOUTH	I LASALLE STR	REET	01/16/	1/16/2014				ExecutiveVP/Chief Risk Officer			
CHICAGO	(Street) D, IL 60603			nendment, Ionth/Day/Y	Date Origin Year)	nal		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	One Reporting F	Person	
(City)	(State)	(Zip)	Та	ble I - Noi	n-Derivativ	e Seci		Person iired, Disposed of	or Beneficie	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	d Date, if	3. Transacti Code (Instr. 8)	4. Securit foror Dispos (Instr. 3,	ties Ac	cquired (A) (D)	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	
Common Stock	01/16/2014			M <u>(1)</u>	10,000	А	\$ 49.12	25,098	D		
Common Stock	01/16/2014			S <u>(1)</u>	10,000	D	\$ 61.0356 (2)	15,098	D		
Common Stock (3)								22,193	D		
Common Stock								3,815.22	Ι	401(k) as of 12/31/2013	

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)

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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right-to-buy)	\$ 49.12	01/16/2014		M <u>(1)</u>	10,000	(4)	02/17/2014	Common Stock	10,0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Cohodes Jeffrey D. 50 SOUTH LASALLE STREET CHICAGO, IL 60603			ExecutiveVP/Chief Risk Officer				
Signatures							
Paul A. Bernacki, Attorney-In-Fac Cohodes	et for Jeff	rey D.	01/17/2014				

<u>\*\*</u>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 transaction was effected pursuant to a trading plan adopted in accordance with SEC Rule 10b5-1.
- (2) Price reflects the weighted average sales price from \$60.7778 to \$61.2693. Information regarding the number of shares sold at each separate price will be provided by the issuer upon request.
- (3) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (4) These options became exercisable in four annual installments beginning on 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. 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.