NORTHERN TRUST CORP

Form 4

February 10, 2014

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per 0.5 response...

may continue. See Instruction

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 * SMITH DAVID BYRON JR	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 LASALLE STREET	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2014	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
(Street) CHICAGO, IL 60603	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 Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	e I - Nor	n-De	rivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3.		4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or))	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	02/03/2014		G	V	232	A	\$ 0	2,125	I	By Trust
Common Stock	02/03/2014		G	V	232	A	\$0	2,125	I	By Trust
Common Stock	02/03/2014		G	V	232	A	\$0	2,125	I	By Trust
Common Stock								1,704	I	By Trust
Common Stock (5)								1,872.66	D	

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Common Stock	17,394	D	
Common Stock	1,362,880	I	By Trust (6)

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	ction 8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)
				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			
SMITH DAVID BYRON JR 50 SOUTH LASALLE STREET	X						
CHICAGO, IL 60603							

Signatures

Paul A. Bernacki, Attorney-in-Fact for David H.B. Smith, Jr.

02/10/2014

**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) Shares are held in a trust established for the benefit of reporting person's minor child, of which the reporting person is a co-trustee.
- (2) Shares are held in a trust established for the benefit of reporting person's minor child, of which the reporting person is a co-trustee.

Reporting Owners 2

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- (3) Shares are held in a trust established for the benefit of reporting person's minor child, of which the reporting person is a co-trustee.
- (4) Shares are held in a trust established for the benefit of reporting person's minor children, of which the reporting person is a co-trustee and shares investment control.
- (5) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (6) These shares are held in a trust of which reporting person has a partial direct pecuniary interest.

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.