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Form 4

January 02, 2003

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

OMB APPROVAL

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1 0					suer Name thern Tru				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) Mayer, Brown 190 S. La Salle		of Reporting Person,					Month/Day/Year			X Director				
(Street) Chicago, IL 60603										ndmen Original Oay/Ye	ar)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Cit	y) (State)	(Zip)		Table I Non-Derivative Securities Acquired, Dis								posed of, or Beneficially Owned		
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	actio Code (Inst	n e r. 8)	4. Securit Acquired Disposed (Instr. 3, Amount	(A) of (E) 4 & 5	or O)	5. Amount of Securities Beneficially Owned Follow-		6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock										3600	D			
Common Stock										3600	I	Held by Trustee under employer Retirement Trust		
Common Stock (1)									2400	D				

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	Date	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Instr. 3)	(Month/ Day/	if any (Month/	Code (Instr. 8)	Set Add (A Dit of (I)				Securities (Instr. 3 & 4)		Owned Following Reported Transaction(s) (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	V (A		Exer-cisable	Expira- tion Date		Amount or Number of Shares			
Stock Units	12/31/02		A	31	15			Common Stock	315	9140 ⁽²⁾	D	

Explanation of Responses:

(1) Represents Stock Units payable automatically on a one-for-one basis in shares of the Corporation's common stock. The reporting person has elected to defer distribution of all Stock Units in shares of common stock until the date on which the reporting person's service on the Board of Directors terminates.

(2) Stock Units representing the transfer of prior deferred compensation, deferral of annual stock grant, deferral of annual retainer, and deferral of committee fees pursuant to the Northern Trust Corporation Deferred Compensation Plan for Non-Employee Directors.

By: /s/ <u>Eileen C. Ratzka (POA)</u>
Robert A. Helman

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).