TOTH TERENCE J

Form 4

October 25, 2006

## FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or 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

2. Issuer Name and Ticker or Trading

Symbol

·, ·

5. Relationship of Reporting Person(s) to

Issuer

1(b).

(Print or Type Responses)

TOTH TERENCE J

1. Name and Address of Reporting Person \*

			NORTHERN TRUST CORP [NTRS]					(Check all applicable)				
(Last)	, ,	Middle)	3. Date of Earliest Transaction (Month/Day/Year)						Director 10% OwnerX_ Officer (give title Other (specify below)			
50 S. LA SA	ALLE ST.		10/24/2006						EVP & 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 Form filed by More than One Reporting				
CHICAGO,	IL 60603								Person	viole than one ke	porting	
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
_				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	10/24/2006			S		404	D	\$ 57	36,010	I	By Trust	
Common Stock	10/24/2006			S		736	D	\$ 57.01	35,274	I	By Trust	
Common Stock	10/24/2006			S		645	D	\$ 57.02	34,629	I	By Trust	
Common Stock	10/24/2006			S		1,050	D	\$ 57.03	33,579	I	By Trust	
Common Stock	10/24/2006			S		619	D	\$ 57.05	32,960	I	By Trust	

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Common Stock	10/24/2006	S	110	D	\$ 57.06	32,850	I	By Trust
Common Stock	10/24/2006	S	60	D	\$ 57.11	32,790	I	By Trust
Common Stock	10/24/2006	S	147	D	\$ 57.12	32,643	I	By Trust
Common Stock	10/24/2006	S	114	D	\$ 57.13	32,529	I	By Trust
Common Stock	10/24/2006	S	78	D	\$ 57.15	32,451	I	By Trust
Common Stock	10/24/2006	S	700	D	\$ 57.16	31,751	I	By Trust
Common Stock	10/24/2006	S	211	D	\$ 57.19	31,540	I	By Trust
Common Stock	10/24/2006	S	278	D	\$ 57.2	31,262	I	By Trust
Common Stock	10/24/2006	S	165	D	\$ 57.23	31,097	I	By Trust
Common Stock	10/24/2006	S	37	D	\$ 57.24	31,060	I	By Trust
Common Stock	10/24/2006	S	311	D	\$ 57.25	30,749	I	By Trust
Common Stock	10/24/2006	S	313	D	\$ 57.26	30,436	I	By Trust
Common Stock						4,551 <u>(1)</u>	I	401(k)
Common Stock (2)						36,826	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable

Date

or

Number of Shares

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

TOTH TERENCE J 50 S. LA SALLE ST. CHICAGO, IL 60603

**EVP & President/NTGI** 

## **Signatures**

Eileen C. Ratzka POA for Terence J. Toth

10/25/2006

\*\*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 9/30/2006
- (2) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

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.

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