NORTHERN TRUST CORP

Form 4 July 26, 2007

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

response...

5. Relationship of Reporting Person(s) to

Issuer

\$ 64.92 172,469

I

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Section 16. 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

1(b).

Common

Stock

07/24/2007

(Print or Type Responses)

SMITH HAROLD B

1. Name and Address of Reporting Person *

			NORTHERN TRUST CORP [NTRS]						(Check all applicable)			
(Last) 50 S. LA SA		Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/24/2007						_X_ Director Officer (give below)	e titleOther (specify below)		
CHICAGO,	(Street) 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) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any	med n Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			d of (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)			
Common Stock	07/24/2007			S		200	D	\$ 64.88	173,551	I	By Trust	
Common Stock	07/24/2007			S		30	D	\$ 64.89	173,521	I	By Trust	
Common Stock	07/24/2007			S		685	D	\$ 64.9	172,836	I	By Trust	
Common Stock	07/24/2007			S		185	D	\$ 64.91	172,651	I	By Trust	

S

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By Trust

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Common Stock	07/24/2007	S	525	D	\$ 64.93	171,944	I	By Trust
Common Stock	07/24/2007	S	1,059	D	\$ 64.94	170,885	I	By Trust
Common Stock	07/24/2007	S	561	D	\$ 64.95	170,324	I	By Trust
Common Stock	07/24/2007	S	273	D	\$ 64.96	170,051	I	By Trust
Common Stock	07/24/2007	S	200	D	\$ 64.98	169,851	I	By Trust
Common Stock	07/24/2007	S	800	D	\$ 64.99	169,051	I	By Trust
Common Stock	07/24/2007	S	700	D	\$ 65	168,351	I	By Trust
Common Stock (1)						1,781.31	D	
Common Stock						1,228,148	I	By Trust
Common Stock						204,732	I	By Trust
Common Stock						5,760	I	By Trust
Common Stock						1,440	I	By Trust (3) (4)

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

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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	Transactio	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)	Derivative	e	Securities	(Instr. 5)	Bene
	Derivative		•		Securities	8	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
	·				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				
				~	, , , , , , , , , , , , , , , , , , ,				
				Code V	(A) (D)		Title		

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Date Expiration Exercisable Date

or Number of Shares

Amount

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer Othe				
SMITH HAROLD B							
50 S. LA SALLE ST.	X						
CHICAGO II.60603							

Signatures

Paul A. Bernacki Attorney-in-Fact for Harold B.
Smith
07/26/2007

**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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) Reporting person is a co-trustee and has a contingent beneficial interest.
- (3) Shares held in a trust of which the reporting person is a co-trustee and has a direct beneficial interest.
- (4) This Form 4 is being filed as Part 2 and is a continuation of a first Form 4 as Part 1 (due to the thirty row maximum allowed on Table I).

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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