NORTHERN TRUST CORP

Form 4

November 06, 2007

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

(State)

(Zip)

1. Name and Address of Reporting Person * MCCORMACK ROBERT C	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	NORTHERN TRUST CORP [NTRS]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner Other (specify			
50 SOUTH LASALLE STREET	11/05/2007	below) below)			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
CHICAGO, IL 60603		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)

	Tuble 1 1 (on Delivative Securities Required, Disposed of, or Deficiently Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Form: Downed (D) or	Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/05/2007		J <u>(1)</u>	115,010	A	\$ 72.8	115,010	I	GRAT
Common Stock	11/05/2007		S	115,010	D	\$ 72.8	0	I	GRAT
Common Stock	11/05/2007		P(2)	115,010	A	\$ 72.8	314,274	I	By Trust
Common Stock							108,166	I	By Trust
Common Stock							1,467,052	I	By Trust

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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Common Stock	1,393,159	I	By Trust (6)
Common Stock	1,076,400	I	By Trust
Common Stock	24,851	I	By Spouse
Common Stock (8)	7,647.22	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)

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)	4. Transac Code (Instr. 8	5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Title Amour Underl Securit (Instr. 3	nt of ying	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					
reporting 6 wher runne / runness	Director	10% Owner	Officer	Other		
MCCORMACK ROBERT C 50 SOUTH LASALLE STREET CHICAGO, IL 60603	X					

**Signature of Reporting Person

Signatures

Paul A. Bernacki Attorney-In-Fact for Robert C.

McCormack

11/06/2007

Reporting Owners 2

Date

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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) Pro rata distribution to GRAT from limited partnership exempt under 16a-9(a).
- (2) Purchase from GRAT by reporting person's revocable trust.
- (3) These shares are held in a revocable trust of which Mr. McCormack is a co-trustee and beneficiary.
- (4) These shares are held in a trust for the benefit of Mr. McCormack's sister-in-law. Mr. McCormack is a co-trustee of the trust. Reporting person disclaims beneficial ownership.
- (5) These shares are held in a trust for the benefit of Mr. McCormack's brother. Mr. McCormack is a co-trustee of the trust. Reporting person disclaims beneficial ownership.
- (6) These shares are held in a trust of which Mr. McCormack is a co-trustee and beneficiary. Mr. McCormack's sons have the remainder interest in the trust.
- (7) These shares are held in a trust for the benefit of Mr. McCormack's sons. Mr. McCormack is a co-trustee of the trust. Reporting person disclaims beneficial ownership.
- (8) 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.