WELSH KELLY R

Form 4 April 22, 2008

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

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

obligations may continue. See Instruction

1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person * WELSH KELLY R

2. Issuer Name and Ticker or Trading

Symbol

NORTHERN TRUST CORP [NTRS]

(Last) (First) (Middle)

50 SOUTH LASALLE STREET

3. Date of Earliest Transaction

(Month/Day/Year) 04/18/2008

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title _ Other (specify

below)

EVP & Gen. Counsel

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60603

(City)	(State) ((Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		d of (D) 5)	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	04/18/2008		Code V	Amount 200	(D)	\$ 74.01	21,834	I	By Trust	
Common Stock	04/18/2008		S	400	D	\$ 74.04	21,434	I	By Trust	
Common Stock	04/18/2008		S	300	D	\$ 74.05	21,134	I	By Trust	
Common Stock	04/18/2008		S	23	D	\$ 74.06	21,111	I	By Trust	
Common Stock	04/18/2008		S	300	D	\$ 74.07	20,811	I	By Trust	

Edgar Filing: WELSH KELLY R - Form 4

Common Stock	04/18/2008	S	100	D	\$ 74.08	20,711	I	By Trust
Common Stock	04/18/2008	S	120	D	\$ 74.09	20,591	I	By Trust
Common Stock	04/18/2008	S	300	D	\$ 74.11	20,291	I	By Trust
Common Stock	04/18/2008	S	100	D	\$ 74.13	20,191	I	By Trust
Common Stock	04/18/2008	S	92	D	\$ 74.14	20,099	I	By Trust
Common Stock	04/18/2008	S	77	D	\$ 74.15	20,022	I	By Trust
Common Stock	04/18/2008	S	208	D	\$ 74.16	19,814	I	By Trust
Common Stock	04/18/2008	S	80	D	\$ 74.2	19,734	I	By Trust
Common Stock	04/18/2008	S	400	D	\$ 74.25	19,334	I	By Trust
Common Stock	04/18/2008	S	74	D	\$ 74.36	19,260	I	By Trust
Common Stock	04/18/2008	S	300	D	\$ 74.38	18,960	I	By Trust
Common Stock	04/18/2008	S	126	D	\$ 74.42	18,834	I	By Trust
Common Stock	04/18/2008	S	100	D	\$ 74.58	18,734	I	By Trust
Common Stock (1)						29,046	D	
Common Stock						625 (2)	I	By 401(k)

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	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	2	Securities	(Instr. 5)	Bene
]	Derivative Security	Derivative Conversion Security or Exercise	Derivative Conversion (Month/Day/Year) Security or Exercise	Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any	Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Security or Exercise any Code	Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Security or Exercise any Code of	Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Security or Exercise any Code of (Month/Day/Year)	Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of Code of (Month/Day/Year) Underlying	Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of Derivative Security or Exercise any Code of (Month/Day/Year) Underlying Security

Edgar Filing: WELSH KELLY R - Form 4

Derivative Securities (Instr. 3 and 4)

Acquired (A) or Disposed of (D) (Instr. 3,

4, and 5)

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

Exercisable Date

or Number of Shares

Reporting Owners

Security

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WELSH KELLY R 50 SOUTH LASALLE STREET

EVP & Gen. Counsel

Signatures

CHICAGO, IL 60603

Paul A. Bernacki Attorney-in-Fact for Kelly R. Welsh 04/22/2008

**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) as of 3-31-08
- (3) This Form 4 is being filed as Part 3 and is a continuation of Parts 1 and 2 (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.

Reporting Owners 3

Own Follo Repo Trans (Instr