

NORTHERN TRUST CORP  
Form 4  
June 02, 2017

**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 OF  
SECURITIES**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SMITH DAVID BYRON JR

2. Issuer Name **and** Ticker or Trading  
Symbol  
NORTHERN TRUST CORP  
[NTRS]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

50 SOUTH LASALLE STREET

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/01/2017

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4)   |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------|
| Common<br>Stock                       | 06/01/2017                              |                                                             | G                                       | V 2,585 A \$ 0                                                             | 1,214 <sup>(1)</sup> <sup>(2)</sup>                                                                                | D                                                                    |                                           |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 9,195 <sup>(2)</sup>                                                                                               | I                                                                    | Revocable<br>Trust                        |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 17,394                                                                                                             | I                                                                    | By Trust <sup>(3)</sup>                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 2,125                                                                                                              | I                                                                    | By Trust<br>fbo Child 1<br><sup>(4)</sup> |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 2,125                                                                                                              | I                                                                    | By Trust<br>fbo Child 2                   |

|                 |           |   |                                       |
|-----------------|-----------|---|---------------------------------------|
| Common<br>Stock | 2,125     | I | (4)<br>By Trust<br>fbo Child 3<br>(4) |
| Common<br>Stock | 1,704     | I | By Trust (5)                          |
| Common<br>Stock | 1,362,880 | I | By Trust (6)                          |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|----------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                      | Director      | 10% Owner | Officer | Other |
| SMITH DAVID BYRON JR<br>50 SOUTH LASALLE STREET<br>CHICAGO, IL 60603 |               | X         |         |       |

## Signatures

Bradley R. Gabriel, Attorney-in-Fact for David H. B.  
Smith, Jr.

06/02/2017

\_\_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) On June 1, 2017, the reporting person received a gift of 2,585 shares of the Corporation's common stock. Shares reported herein reflect the transfer of such shares into the reporting person's previously existing revocable trust account.
- (3) Shares are held in a trust for the benefit of the reporting person and his spouse, of which the reporting person is a co-trustee and shares investment control.
- (4) Shares are held in a trust established for the benefit of one of the reporting person's minor children, of which the reporting person is a co-trustee and shares investment control.
- (5) Shares are held in a trust established for the benefit of the reporting person and his minor children, of which the reporting person is a co-trustee and shares investment control.
- (6) These shares are held in a trust of which reporting person has a partial direct pecuniary interest.

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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