

WADDELL FREDERICK H
Form 4
October 26, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WADDELL FREDERICK H

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 S. LA SALLE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/25/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

CHICAGO, IL 60603

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

(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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 10/25/2010 | | F | D | \$ 117 48.125 | 185,298 ⁽²⁾ | D |
| Common Stock ⁽¹⁾ | 10/25/2010 | | F | D | \$ 100 48.125 | 185,198 ⁽³⁾ | D |
| Common Stock ⁽¹⁾ | 10/25/2010 | | F | D | \$ 293 48.125 | 184,905 ⁽⁴⁾ | D |
| Common Stock | | | | | | 120 | D |
| Common Stock | | | | | | 63,357 | I By Trust |

Edgar Filing: WADDELL FREDERICK H - Form 4

| | | | |
|--------------|-----------------------|---|-----------|
| Common Stock | 12,475 | I | By Spouse |
| Common Stock | 40,000 | I | GRAT |
| Common Stock | 30,194 ⁽⁵⁾ | I | 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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WADDELL FREDERICK H 50 S. LA SALLE STREET CHICAGO, IL 60603 | X | | CEO and President | |

Signatures

Paul A. Bernacki Attorney-in-Fact for Frederick H. Waddell 10/26/2010

**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 October 25, 2010, 5,000 already reported and vested stock units, granted on February 15, 2005, were distributed to the reporting person; 117 stock units were withheld in payment of Federal, State and Medicare taxes and 4,883 stock units were deferred.
- (3) On October 25, 2010, 4,266 already reported and vested stock units, granted on February 21, 2006, were distributed to the reporting person; 100 stock units were withheld in payment of Federal, State and Medicare taxes and 4,166 stock units were deferred.
- (4) On October 25, 2010, 12,500 already reported and vested stock units, granted on July 18, 2006, were distributed to the reporting person; 293 stock units were withheld in payment of Federal, State and Medicare taxes and 12,207 stock units were deferred.
- (5) as of 9-30-10

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.