

NORTHERN TRUST CORP  
Form 8-K  
January 29, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 26, 2009**

**NORTHERN TRUST CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-5965**  
(Commission File Number)

**36-2723087**  
(I.R.S. Employer  
Identification No.)

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**50 South LaSalle Street, Chicago, Illinois**  
(Address of principal executive offices)

**60603**  
(Zip Code)

**Registrant's telephone number, including area code: (312) 630-6000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off Balance Sheet Arrangement of a Registrant.**

In accordance with its previously reported announcement of actions to support clients in light of the current turbulent market conditions, the Board of Directors of Northern Trust Corporation (the Corporation) has authorized the Corporation to enter into amendments to the Capital Support Agreements it originally entered into on February 21, 2008 or, in one instance, on September 29, 2008, with nine registered investment companies, pooled cash funds organized as Undertakings for the Collective Investment of Transferable Securities, securities lending collateral pools and commingled cash funds. The amendments extend the expiration date under the Capital Support Agreements from February 28, 2009 until November 6, 2009. The amendments to the Capital Support Agreements with the registered investment companies are subject to Securities and Exchange Commission (SEC) approval.

The amendments that are not subject to SEC approval were entered into on January 26, 2009, and copies are filed as Exhibits 10.1 through 10.5 hereto. A form of the remaining amendments, which are expected to be executed upon receipt of SEC approval, is filed as Exhibit 10.6 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 10.1 Amendment No. 3 to Capital Support Agreement, dated January 26, 2009, between Northern Trust Corporation and Northern Trust Global Funds plc on behalf of its sub-fund The Sterling Fund
- 10.2 Amendment No. 3 to Capital Support Agreement, dated January 26, 2009, between Northern Trust Corporation and Northern Trust Global Funds plc on behalf of its sub-fund The U.S. Dollar Fund
- 10.3 Amendment No. 1 to Amended and Restated Capital Support Agreement, dated January 26, 2009, between Northern Trust Corporation and Northern Trust Investments, N.A., as Trustee on behalf of the NTGI Collective Short Term Investment Fund
- 10.4 Amendment No. 2 to Capital Support Agreement, dated January 26, 2009, between Northern Trust Corporation and The Northern Trust Company, as Securities Lending Agent on behalf of the Core Select Securities Lending Cash Collateral Pool
- 10.5 Amendment No. 1 to Capital Support Agreement, dated January 26, 2009, between Northern Trust Corporation and The Northern Trust Company on behalf of The Northern Trust Company Common Short Term Investment Fund

- 10.6 Form of Amendment No. 3 to the Capital Support Agreements between Northern Trust Corporation and each of Northern Institutional Funds on behalf of its series the Prime Obligations Portfolio, Northern Institutional Funds on behalf of its series the Diversified Assets Portfolio, Northern Institutional Funds on behalf of its series the Liquid Assets Portfolio and Northern Funds on behalf of its series the Money Market Fund

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NORTHERN TRUST CORPORATION**  
(Registrant)

Date: January 29, 2009

By: /s/ Steven L. Fradkin  
Steven L. Fradkin  
Executive Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

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