Thomas Shundrawn A Form 4 July 24, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** Thomas Shundrawn A | | | 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) | Director 10% Owner Other (specify | | |
| 50 SOUTH LA SALLE ST (Street) | | | 07/20/2018 | below) below) President / Asset Management | | |
| | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| CHICAGO, I | L 60603 | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acc | quired, Disposed of, or Beneficially Owned | | |

| (City) | (State) | (Zip) Tabl | e I - Non-E | Perivative | Secui | rities Acqu | ired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|--------------------------------------|---|--|--------------|-----------|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | (Instr. 3, | (A) or | 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 | 07/20/2018 | | Code V M | Amount 4,740 | (D) | Price \$ 55.39 | 29,841 <u>(1)</u> | D | |
| Common Stock | 07/20/2018 | | S | 4,740 | D | \$ 107.88 | 25,101 (1) | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic Code (Instr. 8) | ` ` | | ate | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|--------|---------------------|--------------------|---|---------------------------------------|
| | | | | Code V | and 5) | Date Exercisable | Expiration Date | Title | Amoun or Number of Shares |
| Employee Stock Option (right-to-buy) | \$ 55.39 | 07/20/2018 | | M | 4,740 | (2) | 02/16/2019 | Common Stock | 4,740 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|-------------|-------|--|--|--|--|
| • 6 | Director | 10% Owner | Officer | Other | | | | |
| Thomas Shundrawn A | | | President / | | | | | |
| 50 SOUTH LA SALLE ST | | | Asset | | | | | |
| CHICAGO, IL 60603 | | | Management | | | | | |

Signatures

Bradley R. Gabriel, Attorney-in-Fact for Shundrawn A.
Thomas

07/24/2018

**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) Includes 9,598 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) This option became exercisable in four equal annual installments beginning 2/16/2010.

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.

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