

MCCORMACK ROBERT C
Form 4
July 30, 2009

FORM 4

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

OMB APPROVAL

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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 *
MCCORMACK ROBERT C

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)

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

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

50 SOUTH LASALLE STREET

07/24/2009

(Street)

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 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------|---|--|-----------------------------------|--------------|
| | | | | (A) or (D) | Amount or Price | | | | |
| Common Stock | 07/24/2009 | | G | V | 2,161 | D \$ 0 | 100,535 | I | By Trust (1) |
| Common Stock (2) | | | | | | | 7,826.91 (3) | D | |
| Common Stock | | | | | | | 316,693 (3) | I | By Trust (4) |
| Common Stock | | | | | | | 1,281,052 | I | By Trust (5) |
| Common Stock | | | | | | | 1,303,159 | I | By Trust (6) |

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| | | | |
|--------------|---------|---|-----------------|
| Common Stock | 996,400 | I | By Trust (7) |
| Common Stock | 20,851 | I | By Spouse |

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. 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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCORMACK ROBERT C 50 SOUTH LASALLE STREET CHICAGO, IL 60603 | | X | | |

Signatures

Paul A. Bernacki Attorney-In-Fact for Robert C. McCormack

 **Signature of Reporting Person

07/30/2009

 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) These shares are held in a trust for the benefit of Mr. McCormack's sister-in-law. Mr. McCormack is a co-trustee of the trust. Reporting person disclaims beneficial ownership.

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- (2) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (3) On April 21, 2009, 1,175.78 already reported stock units vested and were distributed as shares of common stock of NTRS to the reporting person's revocable trust account.
- (4) These shares are held in a revocable trust of which Mr. McCormack is a co-trustee and beneficiary.
- (5) These shares are held in a trust for the benefit of Mr. McCormack's brother. Mr. McCormack is a co-trustee of the trust. Reporting person disclaims beneficial ownership.
- (6) These shares are held in a trust of which Mr. McCormack is a co-trustee and beneficiary. Mr. McCormack's sons have the remainder interest in the trust.
- (7) These shares are held in a trust for the benefit of Mr. McCormack's sister-in-law. Mr. McCormack is a co-trustee of the trust. Reporting person disclaims beneficial ownership.

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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