NORTHERN TRUST CORP

Form 4

August 08, 2016

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 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

response...

1(b).

(Print or Type Responses)

		me and Address of Reporting Person * bleton Susan Gillian				Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)		,		Earliest T	ransaction	DirectorX Officer (gi		0% Owner		
50 SOUTH LASALLE STREET (Street) CHICAGO, IL 60603				8/04/20	0ay/Year) 016		below) below) EVP, Human Resources			
				4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
					(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially				
	1.Title of	2. Transaction Date	2A. Deemed	l	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
	Security	(Month/Day/Year)	Execution Da	ate, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect	
	(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial	
			(Month/Day/	/Year)	(Instr. 8)		Owned	Direct (D)	Ownership	
							Following	or Indirect	(Instr 4)	

1.11116 01	2. Halisaction Date	ZA. Decilieu	5.	4. Securi	ues A	.quii cu	J. Alliount of	0.	7. Ivaluie oi
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			d of (D)	Securities	Ownership	Indirect
(Instr. 3)		any				5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)	. 8)		Owned	Direct (D)	Ownership	
							Following	or Indirect	(Instr. 4)
			(4)			Reported	(I)		
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/04/2016		M	2,013	A	\$ 63.36	25,228 (1)	D	
Common Stock	08/04/2016		S	2,013	D	\$ 66.86	23,215 (1)	D	
									UK

Employee Share Ownership Plan as of 6/30/2016

Common Stock

1,899.98 I

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

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Employee Stock Option (right-to-buy)	\$ 63.36	08/04/2016		A	2,013	(2)	02/20/2017	Common Stock	2,013

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pembleton Susan Gillian 50 SOUTH LASALLE STREET CHICAGO, IL 60603

EVP, Human Resources

Signatures

Bradley R. Gabriel, Attorney-in-Fact for Susan Gillian Pembleton

08/08/2016

**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 16,118 shares representing 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 2/20/2008.

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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