

NORTHERN TRUST CORP
Form 4
October 27, 2009

FORM 4

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

OMB APPROVAL

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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 *
FRADKIN STEVEN L

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)
10/23/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & President/C&IS

CHICAGO, IL 60603

(City) (State) (Zip)

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

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⁾	10/23/2009		F	1,110	D \$ 53.385	35,659 ⁽²⁾	D
Common Stock ⁽¹⁾	10/23/2009		F	1,178	D \$ 53.385	31,659 ⁽³⁾	D
Common Stock ⁽¹⁾	10/23/2009		F	65	D \$ 53.385	31,594 ⁽⁴⁾	D
Common Stock						52,371 ⁽²⁾ ⁽³⁾	I By Trust
Common Stock						8,815 ⁽⁵⁾	I 401(k)

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On October 23, 2009, 3,199 already reported and vested stock units, granted on February 21, 2006, were distributed to the reporting person; 65 stock units were withheld in payment of Federal, State and Medicare taxes, and 3,134 stock units were deferred.

(5) as of 9/30/2009

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