

NORTHERN TRUST CORP  
Form 8-K  
August 10, 2004

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): August 9, 2004

**NORTHERN TRUST CORPORATION**

(Exact name of registrant as specified in its charter)

|   |                          |   |
|---|--------------------------|---|
| Delaware  | 0-5965                   | 36-2723087                              |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |
| 50 South LaSalle Street, Chicago, Illinois        |                          | 60675                                   |
| (Address of principal executive offices)          |                          | (Zip Code)                              |

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

**ITEM 5. Other Events and Required FD Disclosure.**

On August 10, 2004, the registrant announced that its subsidiary, Northern Trust Bank of California, N.A., entered into a settlement in principle to resolve a putative class action presently pending in state court in Los Angeles, California. The settlement remains subject to negotiation of a final written agreement and court approval. Upon final approval of the settlement, the California bank will pay approximately \$21 million. The settlement, including estimated associated costs, is expected to result in a third quarter 2004 after-tax charge of approximately \$10.4 million, or \$.05 earnings per share.

A copy of the press release issued by the registrant in connection with the announcement is filed as Exhibit 99 hereto and is incorporated herein by reference.

**ITEM 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) Exhibits

Exhibit 99 August 10, 2004 press release

**SIGNATURES**

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

**NORTHERN TRUST CORPORATION**

(Registrant)

Date: August 10, 2004

By: /s/ KELLY R. WELSH  
Kelly R. Welsh

Executive Vice President and

General Counsel

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b> | <b>Page Number</b> |
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