

NORTHERN TRUST CORP  
Form 8-K  
January 26, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 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): January 23, 2009**

**NORTHERN TRUST CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-5965**  
(Commission File Number)

**36-2723087**  
(I.R.S. Employer  
Identification No.)

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**50 South LaSalle Street, Chicago, Illinois**  
(Address of principal executive offices)

**60603**  
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On January 23, 2009, the Board of Directors of the Northern Trust Corporation (the Corporation ) adopted amendments to the Corporation s Corporate Governance Guidelines (the Guidelines ). The amendments to the Guidelines provide that (i) the Chairman of the Corporate Governance Committee may call a special executive session of the independent directors of the Board at any time and (ii) special executive sessions may take place after a regular or special meeting of the full Board or at any other time that the Chairman of the Corporate Governance Committee deems appropriate.

The amended Guidelines supersede the Corporate Governance Guidelines adopted by the Board of Directors of the Corporation on November 13, 2007. A copy of the Guidelines, as amended, is filed as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Corporate Governance Guidelines, as amended through January 23, 2009.

**SIGNATURES**

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

**NORTHERN TRUST CORPORATION**

(Registrant)

Date: January 26, 2009

By: /s/ Rose A. Ellis  
Rose A. Ellis  
Corporate Secretary