

NORTHERN TRUST CORP  
 Form 4  
 November 09, 2016

**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 \*  
 St Clair Joyce

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 SOUTH LASALLE STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/07/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/07/2016		M	V	\$ 48,180 A 57.54	81,140 <sup>(1)</sup>	D
Common Stock	11/07/2016		S <sup>(2)</sup>		\$ 48,180 D 73.07 <sup>(3)</sup>	32,960 <sup>(1)</sup>	D
Common Stock	11/09/2016		M	V	\$ 25,000 A 71.23	57,960 <sup>(1)</sup>	D
Common Stock	11/09/2016		M	V	\$ 22,216 A 57.54	80,176 <sup>(1)</sup>	D
Common Stock	11/09/2016		S <sup>(2)</sup>		\$ 47,216 D 75.58	32,960 <sup>(1)</sup>	D

(4)

Common Stock	15,519	I	By Trust
Common Stock	13,215	I	2015 GRAT
Common Stock	16,840	I	2016 GRAT
Common Stock	5,117	I	401(k) as of 9-30-16

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

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(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. 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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 57.54	11/07/2016		M	48,180	(5) 07/21/2019	Common Stock	48,180	
Employee Stock Option (right-to-buy)	\$ 71.23	11/09/2016		M	25,000	(6) 02/19/2018	Common Stock	25,000	
Employee Stock Option (right-to-buy)	\$ 57.54	11/09/2016		M	22,216	(5) 07/21/2019	Common Stock	22,216	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
St Clair Joyce			Executive Vice President	

50 SOUTH LASALLE STREET  
CHICAGO, IL 60603

## Signatures

Bradley R. Gabriel, Attorney-in-Fact for Joyce St.  
Clair

11/09/2016

\_\_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 32,960 shares representing stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) This transaction was effected pursuant to a trading plan adopted in accordance with SEC Rule 10b5-1.
- (3) Price reflects the weighted average sales price from \$73.00 to \$73.32. Information regarding the number of shares sold at each separate price will be provided by the reporting person upon request.
- (4) Price reflects the weighted average sales price from \$75.00 to \$76.00. Information regarding the number of shares sold at each separate price will be provided by the reporting person upon request.
- (5) This option became exercisable in four equal annual installments beginning 7/21/2010.
- (6) This option became exercisable in four equal annual installments beginning 2/19/2009.

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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