

NORTHERN TRUST CORP  
 Form 4  
 November 16, 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 \*  
**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 SOUTH LASALLE STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/14/2016**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**President/Wealth Management**

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/14/2016		M		21,059	A	\$ 71.23
Common Stock	11/14/2016		S <sup>(2)</sup>		21,059	D	\$ 80.95
Common Stock	11/16/2016		M		90,270	A	\$ 57.54
Common Stock	11/16/2016		M		58,836	A	\$ 50.99
Common Stock	11/16/2016		M		71,239	A	\$ 52.64

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Common Stock	11/16/2016	M	48,110	A	\$ 43.65	317,083 <sup>(1)</sup>	D	
Common Stock	11/16/2016	M	21,352	A	\$ 52.69	338,435 <sup>(1)</sup>	D	
Common Stock	11/16/2016	M	12,326	A	\$ 60.85	350,761 <sup>(1)</sup>	D	
Common Stock	11/16/2016	S	302,133	D	\$ 80.98 <sup>(3)</sup>	48,628 <sup>(1)</sup>	D	
Common Stock						94,972	I	By Trust
Common Stock						14,700	I	GRAT
Common Stock						1,762	I	Spouse as trustee for Son
Common Stock						1,762	I	Spouse as trustee for Daughter
Common Stock						9,725.81	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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**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
Employee Stock Option (right-to-buy)	\$ 71.23	11/14/2016		M	21,059	<sup>(4)</sup> 02/19/2018	Common Stock	21,059
	\$ 57.54	11/16/2016		M	90,270	<sup>(5)</sup> 07/21/2019		90,270



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(9) This option becomes exercisable in four equal annual installments beginning 2/11/2014.

(10) This option becomes exercisable in four equal annual installments beginning 2/10/2015.

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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