

NORTHERN TRUST CORP

Form 4

October 24, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Potter Stephen N

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 ST.  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/22/2007

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

CHICAGO, IL 60603

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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	10/22/2007		S		100	D	\$ 68.02	36,295	I By Trust
Common Stock	10/22/2007		S		100	D	\$ 68.03	36,195	I By Trust
Common Stock	10/22/2007		S		100	D	\$ 68.04	36,095	I By Trust
Common Stock	10/22/2007		S		196	D	\$ 68.09	35,899	I By Trust
Common Stock	10/22/2007		S		500	D	\$ 68.1	35,399	I By Trust

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Common Stock	10/22/2007	S	100	D	\$ 68.14	35,299	I	By Trust
Common Stock	10/22/2007	S	104	D	\$ 68.15	35,195	I	By Trust
Common Stock	10/22/2007	S	100	D	\$ 68.24	35,095	I	By Trust
Common Stock	10/22/2007	S	300	D	\$ 68.27	34,795	I	By Trust
Common Stock	10/22/2007	S	200	D	\$ 68.3	34,595	I	By Trust
Common Stock	10/22/2007	S	500	D	\$ 68.325	34,095	I	By Trust
Common Stock	10/22/2007	S	100	D	\$ 68.36	33,995	I	By Trust
Common Stock	10/22/2007	S	300	D	\$ 68.45	33,695	I	By Trust
Common Stock	10/22/2007	S	700	D	\$ 68.6	32,995	I	By Trust
Common Stock	10/22/2007	S	200	D	\$ 68.63	32,795	I	By Trust
Common Stock	10/22/2007	S	200	D	\$ 68.64	32,595	I	By Trust
Common Stock	10/22/2007	S	200	D	\$ 68.68	32,395	I	By Trust
Common Stock	10/22/2007	S	975	D	\$ 68.7	31,420	I	By Trust
Common Stock	10/22/2007	S	100	D	\$ 68.75	31,320	I	By Trust
Common Stock	10/22/2007	S	200	D	\$ 68.77	31,120	I	By Trust
Common Stock	10/22/2007	S	100	D	\$ 68.79	31,020	I	By Trust
Common Stock	10/22/2007	S	1,417	D	\$ 68.8	29,603	I	By Trust
Common Stock	10/22/2007	S	100	D	\$ 68.81	29,503	I	By Trust
Common Stock	10/22/2007	S	42	D	\$ 68.82	29,461	I	By Trust
Common Stock	10/22/2007	S	1,236	D	\$ 68.9	28,225	I	By Trust
	10/22/2007	S	900	D	\$ 68.92	27,325	I	By Trust

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Common  
Stock

Common Stock	10/22/2007	S	225	D	\$ 68.93	27,100	I	By Trust
Common Stock	10/22/2007	S	605	D	\$ 68.95	26,495	I	By Trust
Common Stock	10/22/2007	S	100	D	\$ 68.98	26,395	I	By Trust
Common Stock						880	I	Spouse as Trustee for Son <sup>(1)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Potter Stephen N 50 S. LA SALLE ST. CHICAGO, IL 60603	Executive Vice President

## Signatures

Paul A. Bernacki Attorney-in-Fact for Stephen N.  
Potter

10/24/2007

\_\_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) This Form 4 is being filed as Part 1 and is continued on Part 2 (due to the thirty row maximum allowed on Table I)

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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