

NORTHERN TRUST CORP
Form 5
January 26, 2005

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

| | | | | | | |
|---|---------|----------|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer | |
| WINTER ALISON A | | | NORTHERN TRUST CORP [NTRS] | | (Check all applicable) | |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) | |
| 50 S. LA SALLE ST. | | | 12/31/2004 | | <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) EVP & President/PFS-NE | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Reporting | |
| CHICAGO, IL 60675 | | | | | (check applicable line) | |
| (City) | (State) | (Zip) | | | | |

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | 12/31/2003 | ^ | W | 100 | A | \$ 0 | 100 | I | By Trust ⁽¹⁾ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 22,103 | I | Winter Family Trust |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 3,000 | I | Winter Family Trust |
| | ^ | ^ | ^ | ^ | ^ | ^ | 38,000 | D | ^ |

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) Insider is the trustee of the trust of which the beneficiary is an immediate family member.

(2) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

(3) as of 12/31/04

(4) as of 12/31/2003

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.