

NORTHERN TRUST CORP  
Form 4  
March 14, 2017

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Schreuder Jana R

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)  
03/10/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
COO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/10/2017                              |                                                             | M                                       | V Amount (A) or (D) Price<br>5,402 A \$<br>52.64                        | 49,002 <sup>(1)</sup>                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/10/2017                              |                                                             | S <sup>(2)</sup>                        | 5,402 D \$<br>90.03<br><sup>(3)</sup>                                   | 43,600 <sup>(1)</sup>                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/13/2017                              |                                                             | M                                       | 1,925 A \$<br>52.64                                                     | 45,525 <sup>(1)</sup>                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/13/2017                              |                                                             | S <sup>(2)</sup>                        | 1,925 D \$<br>90.01<br><sup>(4)</sup>                                   | 43,600 <sup>(1)</sup>                                                                                              | D                                                                    |                                                                   |
|                                       |                                         |                                                             |                                         |                                                                         | 27,023 <sup>(5)</sup>                                                                                              | I                                                                    | By Trust                                                          |

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|              |                       |   |                       |  |
|--------------|-----------------------|---|-----------------------|--|
| Common Stock |                       |   |                       |  |
| Common Stock | 7,329                 | I | 2012 GRAT             |  |
| Common Stock | 4,169                 | I | 2015 GRAT             |  |
| Common Stock | 12,612 <sup>(5)</sup> | I | 2016 GRAT             |  |
| Common Stock | 12,508                | I | 2017 GRAT             |  |
| Common Stock | 10,030.95             | I | 401(k) as of 12-31-16 |  |

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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         |                            |
| Employee Stock Option (right-to-buy)       | \$ 52.64                                               | 03/10/2017                           |                                                    | M                              | 5,402                                                                                   | <sup>(6)</sup> 02/14/2021                                | Common Stock                                                  | 5,402                      |
| Employee Stock Option (right-to-buy)       | \$ 52.64                                               | 03/13/2017                           |                                                    | M                              | 1,925                                                                                   | <sup>(6)</sup> 02/14/2021                                | Common Stock                                                  | 1,925                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

Schreuder Jana R  
50 SOUTH LASALLE STREET  
CHICAGO, IL 60603

COO

## Signatures

Bradley R. Gabriel, Attorney-in-Fact for Jana R.  
Schreuder

03/14/2017

\_\_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 43,600 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 \$90.00 to \$90.09. 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 \$90.00 to \$90.02. Information regarding the number of shares sold at each separate price will be provided by the reporting person upon request.
- (5) Reflects the March 13, 2017 distribution of 2,965 shares from the reporting person's grantor retained annuity trust to the reporting person's existing trust as an annuity payment in accordance with the terms of the GRAT instrument.
- (6) This option became exercisable in four equal annual installments beginning 2/14/2012.

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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