

BURNHAM DUANE L  
Form 4  
April 01, 2003

**FORM 4**

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

OMB APPROVAL

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**

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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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <b>Northern Trust Corporation NTRS</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
<b>Burnham Duane L.</b>			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				<input checked="" type="checkbox"/> Director — 10% Owner — <input type="checkbox"/> Officer (give title below) — Other (specify below) —			
(Last) (First) (Middle)							4. Statement for Month/Day/Year <b>03/31/03</b>		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
<b>Suite 160 150 Field Dr.</b>			5. If Amendment, Date of Original (Month/Day/Year)							
(Street)										
<b>Lake Forest, IL 60045</b>										
(City) (State) (Zip)			<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<b>Common Stock<sup>(1)</sup></b>								<b>4800</b>	<b>D</b>	
<b>Common Stock</b>								<b>2000</b>	<b>D</b>	

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned	10. Ownership Form of Deriv-	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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	Security	Day/ Year)	(Month/ Day/ Year)	(Instr. 8)		Acquired (A) or Disposed of (D)	(Instr. 3, 4 & 5)	Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares	Following Reported Transaction(s) (Instr. 4)	ative Security: Direct (D) or Indirect (I) (Instr. 4)
<b>Stock Units</b>	<b>1-for-1</b>	<b>03/31/03</b>		<b>A</b>	<b>710</b>									<b>Common Stock</b>		<b>10021<sup>(2)</sup></b>	<b>D</b>

Explanation of Responses:

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

(2) Stock units representing the deferral of annual stock grant, deferral of quarterly retainer and deferral of committee fees pursuant to the Northern Trust Corporation Deferred Compensation Plan for Non-Employee Directors. The distribution will be made in cash.

By: /s/ **Eileen C. Ratzka (POA)**

**04/01/03**

**Duane L. Burnham**

Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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