

NORTHERN TRUST CORP
Form 4
February 23, 2017

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 *
MORRISON WILLIAM 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)
02/21/2017

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice Chairman

CHICAGO, IL 60603

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

(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 | 02/21/2017 | | A | 3,407 A \$ 0 | 137,146 ⁽¹⁾ | D | |
| Common Stock | 02/22/2017 | | M | 42,118 A \$ 71.23 | 179,264 ⁽¹⁾ | D | |
| Common Stock | 02/22/2017 | | M | 9,644 A \$ 70.21 | 188,908 ⁽¹⁾ | D | |
| Common Stock | 02/22/2017 | | S | 51,762 D \$ 87.53 ⁽²⁾ | 137,146 ⁽¹⁾ | D | |
| Common Stock | | | | | 1,200 | I | By Spouse |

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| | | | |
|--------------|----------|---|-----------------------|
| Common Stock | 350 | I | By Children |
| Common Stock | 2,548.52 | I | 401(k) as of 12-31-16 |

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

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(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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (right-to-buy) | \$ 88.06 | 02/21/2017 | | A | 15,486 | <u>(3)</u> | 02/21/2027 | Common Stock |
| Employee Stock Option (right-to-buy) | \$ 71.23 | 02/22/2017 | | M | 42,118 | <u>(4)</u> | 02/19/2018 | Common Stock |
| Employee Stock Option (right-to-buy) | \$ 70.21 | 02/22/2017 | | M | 9,644 | <u>(5)</u> | 02/17/2025 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| MORRISON WILLIAM L 50 SOUTH LASALLE STREET CHICAGO, IL 60603 | | | Vice Chairman | |

Signatures

Bradley R. Gabriel, Attorney-in-Fact for William L. Morrison
02/23/2017

**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 76,135 shares representing stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) Price reflects the weighted average sales price from \$87.45 to \$87.63. Information regarding the number of shares sold at each separate price will be provided by the reporting person upon request.
- (3) This option becomes exercisable in four equal annual installments beginning 2/21/2018.
- (4) This option became exercisable in four equal annual installments beginning 2/19/2009.
- (5) This option becomes exercisable in four equal annual installments beginning on 2/17/2016.

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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