

NORTHERN TRUST CORP
 Form 4
 March 14, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 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
 Officer (give title below) _____ Other (specify below)
 COO

CHICAGO, IL 60603

(City) (State) (Zip)

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

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	03/10/2017		M	5,402 A \$ 52.64	49,002 ⁽¹⁾	D	
Common Stock	03/10/2017		S ⁽²⁾	5,402 D \$ 90.03 ⁽³⁾	43,600 ⁽¹⁾	D	
Common Stock	03/13/2017		M	1,925 A \$ 52.64	45,525 ⁽¹⁾	D	
Common Stock	03/13/2017		S ⁽²⁾	1,925 D \$ 90.01 ⁽⁴⁾	43,600 ⁽¹⁾	D	
					27,023 ⁽⁵⁾	I	By Trust

Common Stock					
Common Stock	7,329	I	2012	GRAT	
Common Stock	4,169	I	2015	GRAT	
Common Stock	12,612 ⁽⁵⁾	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.

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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	⁽⁶⁾ 02/14/2021	Common Stock	5,402	
Employee Stock Option (right-to-buy)	\$ 52.64	03/13/2017		M	1,925	⁽⁶⁾ 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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