

Parker Teresa
Form 4
February 21, 2019

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 *
Parker Teresa

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 S LASALLE ST

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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	02/19/2019		F	509 D \$ 92.83	28,300 ⁽¹⁾ ⁽²⁾ ₍₃₎	D	
Common Stock	02/19/2019		F	422 D \$ 92.83	27,878 ⁽⁴⁾ ⁽⁵⁾	D	
Common Stock	02/19/2019		A	14,920 A \$ 0	42,798 ⁽⁶⁾	D	
Common Stock	02/19/2019		F	1,554 D \$ 92.83	41,424 ⁽⁷⁾ ⁽⁸⁾	D	
Common Stock					9,254.01	I	401(k) as of 12-31-18

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parker Teresa 50 S LASALLE ST CHICAGO, IL 60603			Executive Vice President	

Signatures

Bradley R. Gabriel, Attorney-in-Fact for Teresa Parker

 **Signature of Reporting Person

02/21/2019

 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) Reflects 509 shares withheld in payment of taxes upon the vesting of 1,073 previously reported stock units. The remaining 564 shares were distributed to the reporting person as shares of common stock.
- (2) Includes 13,209 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (3) Reflects a correction to the previously reported number of shares withheld in payment of taxes on January 22, 2019. On such date 2,366 shares were withheld in payment of taxes.
- (4) Reflects 422 shares withheld in payment of taxes upon the vesting of 890 previously reported stock units. The remaining 468 shares were distributed to the reporting person as shares of common stock.
- (5) Includes 12,319 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

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- (6) Includes 27,239 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (7) Reflects 1,554 shares withheld in payment of taxes upon the vesting of 3,280 stock units. The remaining 1,726 shares will be distributed to the reporting person as shares of common stock.
- (8) Includes 23,959 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

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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