

OSBORN WILLIAM A  
Form 4  
July 21, 2008

**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 \*  
OSBORN WILLIAM A

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)

3. Date of Earliest Transaction (Month/Day/Year)  
07/18/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board

50 SOUTH LASALLE STREET

(Street)

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

CHICAGO, IL 60603

(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) |
| Common Stock                    | 07/18/2008                           |                                                    | G                              | V                                                                 | 3,669  | D      | \$ 0                                                                                          | 495,352                                                  | I                                                     | By Trust   |
| Common Stock                    | 07/18/2008                           |                                                    | M                              |                                                                   | 54,428 | A      | \$ 45.1563                                                                                    | 549,780                                                  | I                                                     | By Trust   |
| Common Stock                    | 07/18/2008                           |                                                    | F                              |                                                                   | 3,018  | D      | \$ 77.135                                                                                     | 546,762                                                  | I                                                     | By Trust   |
| Common Stock                    | 07/18/2008                           |                                                    | S                              |                                                                   | 31,550 | D      | \$ 78.0031                                                                                    | 515,212                                                  | I                                                     | By Trust   |
| Common Stock <sup>(2)</sup>     |                                      |                                                    |                                |                                                                   |        |        |                                                                                               | 379,732                                                  | D                                                     |            |

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|              |                       |   |                            |
|--------------|-----------------------|---|----------------------------|
| Common Stock | 37,055                | I | By Spouse                  |
| Common Stock | 400                   | I | Trustee for Mother's Trust |
| Common Stock | 78,249 <sup>(3)</sup> | I | By 401(k)                  |

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.**

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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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Option (right-to-buy)       | \$ 45.1563                                             | 07/18/2008                           |                                                    | M                              | 54,428                                                                                  | <sup>(4)</sup> 05/13/2009                                | Common Stock                                                  | 54,428                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                       |       |
|------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                  | Director      | 10% Owner | Officer               | Other |
| OSBORN WILLIAM A<br>50 SOUTH LASALLE STREET<br>CHICAGO, IL 60603 | X             |           | Chairman of the Board |       |

## Signatures

Paul A. Bernacki, Attorney-in-Fact for William A. Osborn  
07/21/2008

\_\_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).

The price in Column 4 is a weighted average price. The prices actually received ranged from \$78.00 to \$78.04. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within this range.

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

(3) as of 6-30-08

(4) 5/13/2001 as to 133,340 shares; 5/13/2002 as to 66,660 shares.

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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