NORTHERN TRUST CORP

Form 4 April 25, 2007

FORM 4

Form 4 or

obligations

Form 5

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

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

2. Issuer Name and Ticker or Trading

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

WADDELL FREDERICK H

			NORTH [NTRS]	ERN T	ΓRU	UST CO	RP		(Check all applicable)				
(Last)	· · · · · ·	Middle)	3. Date of Earliest Transaction (Month/Day/Year)						X Director X Officer (gives below)	_X_ Officer (give title Other (specify			
50 S. LA SA	LLE ST.		04/19/20)07					Pre	esident and COC)		
	(Street)		4. If Amer	ndment,	Date	e Original			6. Individual or .	Joint/Group Fili	ng(Check		
			Filed(Mon	th/Day/Y	ear)				Applicable Line) _X_ Form filed by One Reporting Person				
CHICAGO, IL 60603									Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Noi	ı-De	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	rrity (Month/Day/Year) Execution Date, if		3. Transa Code (Instr.		4. Securi inAcquired Disposed (Instr. 3,	l (A) o l of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	04/19/2007			G	V	1,621	D	\$0	113,576	I	By Trust		
Common Stock									751	I	By Son		
Common Stock									751	I	By Son		
Common Stock									864	D			
Common Stock									14,475	I	By Spouse		

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Common Stock (1)	75,286	D	
Common Stock	28,223 (2)	I	401(k)

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr. 3	ction 8)	5. inNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)
				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				
WADDELL FREDERICK H								
50 S. LA SALLE ST.	X		President and COO					
CHICAGO, IL 60603								

Signatures

Eileen C. Ratzka Attorney-in-Fact for Frederick H. Waddell 04/25/2007

**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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) as of 3/31/07

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.