

NORTHERN TRUST CORP
Form 4
January 29, 2008

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

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)
01/25/2008

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	01/25/2008		M		55,027	A	\$ 34.5938	534,063	I	By Trust
Common Stock	01/25/2008		G	V	3,195	D	\$ 0	530,868	I	By Trust
Common Stock	01/25/2008		S		10,019	D	\$ 71	520,849	I	By Trust
Common Stock	01/25/2008		S		242	D	\$ 71.005	520,607	I	By Trust
Common Stock	01/25/2008		S		3,200	D	\$ 71.01	517,407	I	By Trust

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Common Stock	01/25/2008	S	200	D	\$ 71.015	517,207	I	By Trust
Common Stock	01/25/2008	S	100	D	\$ 71.0175	517,107	I	By Trust
Common Stock	01/25/2008	S	2,185	D	\$ 71.02	514,922	I	By Trust
Common Stock	01/25/2008	S	2,644	D	\$ 71.03	512,278	I	By Trust
Common Stock	01/25/2008	S	258	D	\$ 71.0375	512,020	I	By Trust
Common Stock	01/25/2008	S	1,500	D	\$ 71.04	510,520	I	By Trust
Common Stock	01/25/2008	S	3,342	D	\$ 71.05	507,178	I	By Trust
Common Stock	01/25/2008	S	6	D	\$ 71.0599	507,172	I	By Trust
Common Stock	01/25/2008	S	200	D	\$ 71.06	506,972	I	By Trust
Common Stock	01/25/2008	S	100	D	\$ 71.065	506,872	I	By Trust
Common Stock	01/25/2008	S	500	D	\$ 71.07	506,372	I	By Trust
Common Stock	01/25/2008	S	2,600	D	\$ 71.08	503,772	I	By Trust
Common Stock	01/25/2008	S	2,992	D	\$ 71.09	500,780	I	By Trust
Common Stock	01/25/2008	S	208	D	\$ 71.1	500,572	I	By Trust
Common Stock	01/25/2008	S	100	D	\$ 71.105	500,472	I	By Trust
Common Stock	01/25/2008	S	100	D	\$ 71.11	500,372	I	By Trust
Common Stock	01/25/2008	S	100	D	\$ 71.1101	500,272	I	By Trust
Common Stock	01/25/2008	S	100	D	\$ 71.115	500,172	I	By Trust
Common Stock	01/25/2008	S	2,500	D	\$ 71.12	497,672	I	By Trust
Common Stock	01/25/2008	S	100	D	\$ 71.125	497,572	I	By Trust
	01/25/2008	S	18	D		497,554	I	By Trust

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Common Stock					\$	71.1275		
Common Stock	01/25/2008	S	2,515	D	\$ 71.13	495,039	I	By Trust
Common Stock	01/25/2008	S	200	D	\$ 71.1325	494,839	I	By Trust
Common Stock	01/25/2008	S	1,800	D	\$ 71.14	493,039	I	By Trust
Common Stock	01/25/2008	S	100	D	\$ 71.145	492,939	I	By Trust <u>(1)</u>

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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 34.5938	01/25/2008		M		55,027		09/15/2000	09/15/2008	Common Stock	55,

Reporting Owners

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

Signatures

Paul A. Bernacki, Attorney-in-Fact for William A.
Osborn

01/29/2008

__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).
- (1) This Form 4 is being filed as Part 1 and is continued on two additional Form 4s as Parts 2 and 3 (due to the thirty row maximum allowed on Table I)

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.