

NORTHERN TRUST CORP  
Form 8-K  
April 18, 2012

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 17, 2012**

**Northern Trust Corporation**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**0-5965**  
**(Commission**  
  
**File Number)**

**36-2723087**  
**(IRS Employer**  
  
**Identification No.)**

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**50 South LaSalle Street, Chicago, Illinois**  
(Address of principal executive offices)  
**(312) 630-6000**

**60603**  
(Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.**

On April 17, 2012, the Board of Directors of Northern Trust Corporation (the Corporation ) amended the Corporation s By-laws (the By-laws ), effective April 17, 2012. The principal changes to the By-laws affected by this amendment are as follows:

*Maximum Size of the Board of Directors*

Section 2.2 of the By-laws was amended to reduce the maximum size of the Board of Directors of the Corporation from no more than 25 to no more than fifteen directors.

*Notice by Electronic Means*

Section 2.4 and Section 2.5 of the By-laws was amended to provide that notice of regular and special meetings of the Board of Directors of the Corporation may be given by electronic transmission. The amendment also clarifies that notice of regular and special meetings of the Board of Directors of the Corporation sent by mail must be sent by registered or certified mail or a nationally recognized overnight courier, with such notice being effective upon receipt by the director.

*Officers*

Article IX of By-laws was amended to, among other things, expressly authorize either or both the Chief Executive Officer and the chief human resources officer of the Corporation to appoint and fix the compensation of certain officers of the Corporation. The foregoing authorization is limited by the power specifically reserved for the Board of Directors of the Corporation to (i) elect the Chairman of the Board, a President, one or more Vice Chairmen, a Chief Financial Officer, a General Auditor, one or more Executive Vice Presidents, a Secretary and a Treasurer and such other officers as may from time to time be elected by the Board of Directors of the Corporation and (ii) fix the compensation of any officer to the extent required by the rules of the securities exchange on which the Corporation s securities are listed and any other officer as may be designated by the Board of Director of the Corporation. The amendment also clarifies the powers and duties of certain officers.

The preceding description is qualified in its entirety by reference to the By-laws, as amended, which are attached hereto as Exhibit 3.1, and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

3.1 By-laws of Northern Trust Corporation, as amended through April 17, 2012

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Northern Trust Corporation**

Date: April 18, 2012

By: /s/ Rose A. Ellis  
Rose A. Ellis

Corporate Secretary

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1	By-laws of Northern Trust Corporation, as amended through April 17, 2012