

OSBORN WILLIAM A
Form 4
April 22, 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)
50 SOUTH LASALLE STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/18/2008

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

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	04/18/2008		M	A	\$ 45.1563	541,813	I By Trust
Common Stock	04/18/2008		M	A	\$ 32.615	560,210	I By Trust
Common Stock	04/18/2008		S	D	\$ 73.24	560,177	I By Trust
Common Stock	04/18/2008		S	D	\$ 73.26	560,077	I By Trust
Common Stock	04/18/2008		S	D	\$ 73.28	558,877	I By Trust

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Common Stock	04/18/2008	S	100	D	\$ 73.2825	558,777	I	By Trust
Common Stock	04/18/2008	S	100	D	\$ 73.29	558,677	I	By Trust
Common Stock	04/18/2008	S	2,400	D	\$ 73.3	556,277	I	By Trust
Common Stock	04/18/2008	S	700	D	\$ 73.31	555,577	I	By Trust
Common Stock	04/18/2008	S	100	D	\$ 73.315	555,477	I	By Trust
Common Stock	04/18/2008	S	400	D	\$ 73.32	555,077	I	By Trust
Common Stock	04/18/2008	S	1,700	D	\$ 73.33	553,377	I	By Trust
Common Stock	04/18/2008	S	100	D	\$ 73.335	553,277	I	By Trust
Common Stock	04/18/2008	S	3,950	D	\$ 73.34	549,327	I	By Trust
Common Stock	04/18/2008	S	200	D	\$ 73.35	549,127	I	By Trust
Common Stock	04/18/2008	S	100	D	\$ 73.355	549,027	I	By Trust
Common Stock	04/18/2008	S	350	D	\$ 73.36	548,677	I	By Trust
Common Stock	04/18/2008	S	1,955	D	\$ 73.37	546,722	I	By Trust
Common Stock	04/18/2008	S	600	D	\$ 73.375	546,122	I	By Trust
Common Stock	04/18/2008	S	2,650	D	\$ 73.38	543,472	I	By Trust
Common Stock	04/18/2008	S	200	D	\$ 73.3825	543,272	I	By Trust
Common Stock	04/18/2008	S	600	D	\$ 73.385	542,672	I	By Trust
Common Stock	04/18/2008	S	100	D	\$ 73.3875	542,572	I	By Trust
Common Stock	04/18/2008	S	2,697	D	\$ 73.39	539,875	I	By Trust
Common Stock	04/18/2008	S	2,250	D	\$ 73.4	537,625	I	By Trust
	04/18/2008	S	200	D	\$ 73.405	537,425	I	By Trust

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Common Stock								
Common Stock	04/18/2008	S	100	D	\$ 73.4075	537,325	I	By Trust
Common Stock	04/18/2008	S	98	D	\$ 73.41	537,227	I	By Trust
Common Stock	04/18/2008	S	100	D	\$ 73.4125	537,127	I	By Trust
Common Stock	04/18/2008	S	850	D	\$ 73.42	536,277	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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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)	8. Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 45.1563	04/18/2008		M	45,572	05/13/2001 05/13/2009	Common Stock	45,572
Employee Stock Option (right-to-buy)	\$ 32.615	04/18/2008		M	18,397	08/18/2003 02/18/2013	Common Stock	18,397

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

04/22/2008

__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.