

BARRAT SHERRY S  
Form 4  
October 27, 2009

**FORM 4**

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

OMB APPROVAL

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**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 \*  
BARRAT SHERRY S

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)  
10/23/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & Pres-Personal Fin Svcs

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) Code V Amount Price			
Common Stock <sup>(1)</sup>	10/23/2009		F	491 D \$ 53.385	30,514 <sup>(2)</sup>	D	
Common Stock <sup>(1)</sup>	10/23/2009		F	1,473 D \$ 53.385	25,514 <sup>(3)</sup>	D	
Common Stock <sup>(1)</sup>	10/23/2009		F	291 D \$ 53.385	24,641 <sup>(4)</sup>	D	
Common Stock					56,099 <sup>(2)</sup> <sup>(3)</sup> <sup>(4)</sup>	I	By Trust
Common Stock	10/26/2009		G	V 207 D \$ 0	55,892	I	By Trust



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- (3) On October 23, 2009, 5,000 already reported and vested stock units, granted on February 17, 2004, were distributed to the reporting person; 3,527 stock units were distributed to the reporting person as common stock of NTRS and 1,473 stock units were withheld in payment of Federal, State and Medicare taxes.
- (4) On October 23, 2009, 3,199 already reported and vested stock units, granted on February 21, 2006, were distributed to the reporting person; 582 stock units were distributed to the reporting person as common stock of NTRS; 291 stock units were withheld in payment of Federal, State and Medicare taxes, and 2,326 stock units were deferred.
- (5) as of 9/30/09

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