

NORTHERN TRUST CORP
Form 4
June 02, 2017

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 *
SMITH DAVID BYRON JR

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)

Director 10% Owner
 Officer (give title below) Other (specify below)

50 SOUTH LASALLE STREET

06/01/2017

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/01/2017 | | G | V 2,585 A \$ 0 | 1,214 ⁽¹⁾ ⁽²⁾ | D | |
| Common Stock | | | | | 9,195 ⁽²⁾ | I | Revocable Trust |
| Common Stock | | | | | 17,394 | I | By Trust ⁽³⁾ |
| Common Stock | | | | | 2,125 | I | By Trust fbo Child 1 ⁽⁴⁾ |
| Common Stock | | | | | 2,125 | I | By Trust fbo Child 2 |

| | | | | | | | |
|--------------|--|--|--|--|-----------|---|--------------------------|
| Common Stock | | | | | | | (4) |
| | | | | | 2,125 | I | By Trust fbo Child 3 (4) |
| Common Stock | | | | | 1,704 | I | By Trust (5) |
| Common Stock | | | | | 1,362,880 | I | By Trust (6) |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (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 |
| SMITH DAVID BYRON JR 50 SOUTH LASALLE STREET CHICAGO, IL 60603 | | X | | |

Signatures

Bradley R. Gabriel, Attorney-in-Fact for David H. B. Smith, Jr. 06/02/2017

__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) On June 1, 2017, the reporting person received a gift of 2,585 shares of the Corporation's common stock. Shares reported herein reflect the transfer of such shares into the reporting person's previously existing revocable trust account.
- (3) Shares are held in a trust for the benefit of the reporting person and his spouse, of which the reporting person is a co-trustee and shares investment control.
- (4) Shares are held in a trust established for the benefit of one of the reporting person's minor children, of which the reporting person is a co-trustee and shares investment control.
- (5) Shares are held in a trust established for the benefit of the reporting person and his minor children, of which the reporting person is a co-trustee and shares investment control.
- (6) These shares are held in a trust of which reporting person has a partial direct pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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