

South Thomas A
Form 4
February 21, 2019

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 *
South Thomas 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 S LASALLE ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2019

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 (D) Price			
Common Stock	02/19/2019		F	789 D \$ 92.83	14,482 ⁽¹⁾ ⁽²⁾ ₍₃₎	D	
Common Stock	02/19/2019		F	470 D \$ 92.83	14,012 ⁽⁴⁾ ⁽⁵⁾	D	
Common Stock	02/19/2019		A	3,388 A \$ 0	17,400 ⁽⁶⁾	D	
Common Stock					2,109.11	I	401(k) as of 12-31-18

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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
South Thomas A 50 S LASALLE ST CHICAGO, IL 60603			Executive Vice President	

Signatures

Bradley R. Gabriel, Attorney-in-Fact for Thomas South
02/21/2019

__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) Reflects 789 shares withheld in payment of Federal, State and Medicare taxes upon the vesting of 2,576 previously reported stock units. The remaining 1,787 shares were distributed to the reporting person as shares of common stock.
- (2) Includes 11,927 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (3) Reflects a correction to the previously reported number of stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (4) Reflects 470 shares withheld in payment of Federal, State and Medicare taxes upon the vesting of 1,602 previously reported stock units. The remaining 1,132 shares were distributed to the reporting person as shares of common stock.
- (5) Includes 10,325 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

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(6) Includes 13,713 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

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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