

NORTHERN TRUST CORP
Form 4
January 28, 2003

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|--------------------------------------|--|---|---|---|------------|--|--|--|---|
| Stevens, Mark | | | Northern Trust Corporation NTRS | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) | | | |
| (Last) (First) (Middle) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year | | <input checked="" type="checkbox"/> EVP and President <input type="checkbox"/> PFS | | | |
| Northern Trust Corporation 50 S La Salle St | | | | | | | | | | 5. If Amendment, Date of Original (Month/Day/Year) |
| (Street) | | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| Chicago, IL 60675 | | | | | | | | | | |
| (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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/24/03 | | A | | 30000 | A | | | | |
| Common Stock | 01/24/03 | | F ⁽¹⁾ | | 8332 | D | \$35.32 | | | |
| Common Stock | 01/24/03 | | F ⁽¹⁾ | | 2535 | D | \$35.32 | 193815 | D | |
| Common Stock ⁽²⁾ | | | | | | | | 85332 | D | |
| Common Stock | | | | | | | | 750 | I | By custodian for daughter |
| Common Stock | | | | | | | | 7406 ⁽³⁾⁽⁴⁾ | D | 401(k) |
| Common Stock | | | | | | | | 14755 ⁽⁴⁾ | I | ESOP |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|---|-----------------------------------|---|---|-----|---|-----------------|--|---|---|---|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Common Stock Award ⁽⁵⁾ | | 01/24/03 | | A | | 30000 | | | | Common Stock | 30000 | 28000 | D | |
| Common Stock Option (right to buy) ⁽⁵⁾ | | | | | | | | | | | | 551926 | D | |

Explanation of Responses:

- (1) Represents shares withheld for the payment of taxes.
- (2) Represents stock units payable automatically in common stock on a 1-for-1 basis.
- (3) as of 12/31/02
- (4) as of 12/31/01
- (5) w/tandem tax withholding right

By: /s/ Eileen C. Ratzka (POA)
 Mark Stevens
 **Signature of Reporting Person

01/27/03
 Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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