NORTHERN TRUST CORP
Form 4
July 26, 2007

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH HAROLD B

(Last) (First) (Middle)

50 S. LA SALLE ST.

(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NORTHERN TRUST CORP [NTRS]

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/24/2007		S		200	D	$ 64.88	173,551	I	By Trust
Common Stock	07/24/2007		S		30	D	$ 64.89	173,521	I	By Trust
Common Stock	07/24/2007		S		685	D	$ 64.9	172,836	I	By Trust
Common Stock	07/24/2007		S		185	D	$ 64.91	172,651	I	By Trust
Common Stock	07/24/2007		S		182	D	$ 64.92	172,469	I	By Trust

Common Stock	07/24/2007	S	525	D	$ 64.93	171,944	I	By Trust
Common Stock	07/24/2007	S	1,059	D	$ 64.94	170,885	I	By Trust
Common Stock	07/24/2007	S	561	D	$ 64.95	170,324	I	By Trust
Common Stock	07/24/2007	S	273	D	$ 64.96	170,051	I	By Trust
Common Stock	07/24/2007	S	200	D	$ 64.98	169,851	I	By Trust
Common Stock	07/24/2007	S	800	D	$ 64.99	169,051	I	By Trust
Common Stock	07/24/2007	S	700	D	$ 65	168,351	I	By Trust
Common Stock (1)						1,781.31	D	
Common Stock						1,228,148	I	By Trust (2)
Common Stock						204,732	I	By Trust (2)
Common Stock						5,760	I	By Trust (2)
Common Stock						1,440	I	By Trust (3) (4)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH HAROLD B 50 S. LA SALLE ST. CHICAGO, IL 60603	X			

Signatures

Paul A. Bernacki Attorney-in-Fact for Harold B. Smith	07/26/2007
**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) Reporting person is a co-trustee and has a contingent beneficial interest.

(3) Shares held in a trust of which the reporting person is a co-trustee and has a direct beneficial interest.

(4) This Form 4 is being filed as Part 2 and is a continuation of a first Form 4 as Part 1 (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.
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