

NORTHERN TRUST CORP  
 Form 4  
 February 14, 2017

**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 \*  
**FRADKIN STEVEN L**

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)  
**02/10/2017**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**President/Wealth Management**

**CHICAGO, IL 60603**

(City) (State) (Zip)

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

**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)
Common Stock	02/10/2017		F	1,878 D	\$ 85.655 44,519 <sup>(1)</sup> <sup>(2)</sup>	D	
Common Stock	02/11/2017		F	2,169 D	\$ 86.305 39,774 <sup>(2)</sup> <sup>(3)</sup>	D	
Common Stock					110,657 <sup>(1)</sup> <sup>(3)</sup>	I	By Trust
Common Stock					14,700	I	GRAT
Common Stock					1,762	I	Spouse as trustee for Son



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- On February 10, 2017, 4,109 already reported stock units, granted on February 10, 2014, vested. Of this amount, 1,878 were withheld in
- (1) payment of Federal, State and Medicare taxes and the remaining 2,231 were distributed to the reporting person as shares of common stock and transferred to the reporting person's existing trust account.
  - (2) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- On February 11, 2017, 4,745 already reported stock units, granted on February 11, 2013, vested. Of this amount, 2,169 were withheld in
- (3) payment of Federal, State and Medicare taxes and the remaining 2,576 were distributed to the reporting person as shares of common stock and transferred to the reporting person's existing trust account.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.