

NORTHERN TRUST CORP  
Form 4  
July 26, 2007

**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 HAROLD B

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)  
07/24/2007

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

50 S. LA SALLE ST.

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/23/2007		W	V 727,928 D \$ 0	0	I	By Trust (1)
Common Stock	07/23/2007		W	V 181,982 A \$ 0	188,351 (2)	I	By Trust
Common Stock	07/24/2007		S	500 D \$ 63.41	187,851	I	By Trust
Common Stock	07/24/2007		S	1,070 D \$ 63.42	186,781	I	By Trust
Common Stock	07/24/2007		S	100 D \$ 63.43	186,681	I	By Trust

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Common Stock	07/24/2007	S	832	D	\$ 63.44	186,849	I	By Trust
Common Stock	07/24/2007	S	2,898	D	\$ 63.45	182,951	I	By Trust
Common Stock	07/24/2007	S	600	D	\$ 63.46	182,351	I	By Trust
Common Stock	07/24/2007	S	400	D	\$ 63.5	181,951	I	By Trust
Common Stock	07/24/2007	S	100	D	\$ 63.59	181,851	I	By Trust
Common Stock	07/24/2007	S	500	D	\$ 63.6	181,351	I	By Trust
Common Stock	07/24/2007	S	130	D	\$ 63.62	181,221	I	By Trust
Common Stock	07/24/2007	S	1,918	D	\$ 63.63	179,303	I	By Trust
Common Stock	07/24/2007	S	252	D	\$ 63.64	179,051	I	By Trust
Common Stock	07/24/2007	S	100	D	\$ 63.65	178,951	I	By Trust
Common Stock	07/24/2007	S	100	D	\$ 63.7	178,851	I	By Trust
Common Stock	07/24/2007	S	100	D	\$ 63.71	178,751	I	By Trust
Common Stock	07/24/2007	S	500	D	\$ 63.72	178,251	I	By Trust
Common Stock	07/24/2007	S	700	D	\$ 63.73	177,551	I	By Trust
Common Stock	07/24/2007	S	300	D	\$ 63.75	177,251	I	By Trust
Common Stock	07/24/2007	S	300	D	\$ 63.76	176,951	I	By Trust
Common Stock	07/24/2007	S	533	D	\$ 63.81	176,418	I	By Trust
Common Stock	07/24/2007	S	483	D	\$ 63.82	175,935	I	By Trust
Common Stock	07/24/2007	S	284	D	\$ 64.65	175,651	I	By Trust
Common Stock	07/24/2007	S	1,100	D	\$ 64.75	174,551	I	By Trust
	07/24/2007	S	300	D		174,251	I	By Trust

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Common Stock					\$ 64.76				
Common Stock	07/24/2007		S	100	D	\$ 64.77	174,151	I	By Trust
Common Stock	07/24/2007		S	100	D	\$ 64.82	174,051	I	By Trust
Common Stock	07/24/2007		S	100	D	\$ 64.83	173,951	I	By Trust
Common Stock	07/24/2007		S	200	D	\$ 64.84	173,751	I	By Trust (3)

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 Beneficially (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 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) Shares held in a trust of which the reporting person is a co-trustee and has a direct beneficial interest. Shares were distributed to the beneficiaries, one of whom is the reporting person, upon the dissolution of the trust according to the terms of the trust document.
- (2) Shares held in a revocable trust created by the reporting person. Total includes the transfer of shares to the reporting person's revocable trust upon the dissolution of a trust of which the reporting person was a co-trustee and had a direct beneficial interest. See footnote 1.
- (3) This Form 4 is being filed as Part 1 and is continued on a second Form 4 as Part 2 (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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