

NORTHERN TRUST CORP  
Form 4  
October 23, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
10/19/2007

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)			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 Ownership (Instr. 4)
				(A) or (D)	Amount	Price			
Common Stock	10/19/2007		S	286	D	\$ 69.74	1,173,361	I	By Trust
Common Stock	10/19/2007		S	451	D	\$ 69.76	1,172,910	I	By Trust
Common Stock	10/19/2007		S	375	D	\$ 69.7649	1,172,535	I	By Trust
Common Stock	10/19/2007		S	726	D	\$ 69.7955	1,171,809	I	By Trust
Common Stock	10/19/2007		S	426	D	\$ 69.81	1,171,383	I	By Trust

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Common Stock	10/19/2007	S	264	D	\$ 69.8125	1,171,119	I	By Trust
Common Stock	10/19/2007	S	198	D	\$ 69.8167	1,170,921	I	By Trust
Common Stock	10/19/2007	S	132	D	\$ 69.82	1,170,789	I	By Trust
Common Stock	10/19/2007	S	462	D	\$ 69.84	1,170,327	I	By Trust
Common Stock	10/19/2007	S	264	D	\$ 69.86	1,170,063	I	By Trust
Common Stock	10/19/2007	S	1,254	D	\$ 69.9268	1,168,809	I	By Trust
Common Stock	10/19/2007	S	66	D	\$ 70.08	1,168,743	I	By Trust
Common Stock	10/19/2007	S	330	D	\$ 70.09	1,168,413	I	By Trust
Common Stock	10/19/2007	S	265	D	\$ 70.095	1,168,148	I	By Trust <u>(1)</u>
Common Stock	10/19/2007	S	79	D	\$ 69.22	168,272	I	By Trust
Common Stock	10/19/2007	S	79	D	\$ 69.2267	168,193	I	By Trust
Common Stock	10/19/2007	S	158	D	\$ 69.23	168,035	I	By Trust
Common Stock	10/19/2007	S	249	D	\$ 69.25	167,786	I	By Trust
Common Stock	10/19/2007	S	440	D	\$ 69.2524	167,346	I	By Trust
Common Stock	10/19/2007	S	317	D	\$ 69.26	167,029	I	By Trust
Common Stock	10/19/2007	S	79	D	\$ 69.29	166,950	I	By Trust
Common Stock	10/19/2007	S	211	D	\$ 69.3	166,739	I	By Trust
Common Stock	10/19/2007	S	1,028	D	\$ 69.3312	165,711	I	By Trust
Common Stock	10/19/2007	S	264	D	\$ 69.338	165,447	I	By Trust
Common Stock	10/19/2007	S	26	D	\$ 69.35	165,421	I	By Trust
	10/19/2007	S	58	D	\$ 69.37	165,363	I	By Trust

Common  
Stock

Common Stock	10/19/2007	S	211	D	\$ 69.375	165,152	I	By Trust
Common Stock	10/19/2007	S	132	D	\$ 69.38	165,020	I	By Trust
Common Stock	10/19/2007	S	88	D	\$ 69.391	164,932	I	By Trust (2)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## 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 10/23/2007

\_\_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) Reporting person is a co-trustee and has a contingent beneficial interest.

(2) This Form 4 is being filed as Part 3 and is continued on three additional Form 4s as Parts 4, 5 and 6.

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.