

NORTHERN TRUST CORP  
 Form 4  
 January 27, 2009

**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 \*  
**OSBORN WILLIAM A**

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)  
**01/23/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman of the Board**

**CHICAGO, IL 60603**

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

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/23/2009		M	50,000 A \$ 43.1563	643,746	I	By Trust
Common Stock	01/23/2009		S	44,217 D \$ 55.5045 (1)	599,529	I	By Trust
Common Stock	01/23/2009		S	190 D \$ 56.2119 (2)	599,339	I	By Trust
Common Stock	01/26/2009		M	1,913 A \$ 52.3	601,252	I	By Trust
	01/26/2009		M	3,066 A \$ 32.615	604,318	I	By Trust

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Common Stock									
Common Stock	01/26/2009		G V	4,189	D	\$ 0	600,129	I	By Trust
Common Stock <sup>(3)</sup>							177,360.46	D	
Common Stock							37,055	I	By Spouse
Common Stock							400	I	Trustee for Mother's Trust
Common Stock							78,542 <sup>(4)</sup>	I	By 401(k)

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

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 45.1563	01/23/2009		M	50,000	<sup>(5)</sup>	05/13/2009	Common Stock	50,000
Employee Stock Option (right-to-buy)	\$ 52.3	01/26/2009		M	1,913	<sup>(6)</sup>	05/20/2012	Common Stock	1,913
Employee Stock Option (right-to-buy)	\$ 32.615	01/26/2009		M	3,066	<sup>(7)</sup>	02/18/2013	Common Stock	3,066

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OSBORN WILLIAM A 50 SOUTH LASALLE STREET CHICAGO, IL 60603	X			Chairman of the Board

## Signatures

Paul A. Bernacki, Attorney-in-Fact for William A. Osborn	01/27/2009
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\_\_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) The price listed in Column 4 is the weighted average price. The prices actually received ranged from \$55.14 to \$55.94. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within this range.
  - (2) The price listed in Column 4 is the weighted average price. The prices actually received ranged from \$56.1710 to \$56.43. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within this range.
  - (3) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
  - (4) as of 12-31-08.
  - (5) 5/13/2001 as to 133,340 shares; and 5/13/2002 as to 66,660 shares.
  - (6) 5/20/2003 as to 45,000 shares; 5/20/2004 as to 45,000 shares; and 5/20/2005 as to 45,000 shares.
  - (7) 2/18/2004 as to 50,000 shares; 2/18/2005 as to 50,000 shares; and 2/18/2006 as to 50,000 shares.

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.