

MOEN TIMOTHY P  
Form 4  
October 27, 2009

**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 \*  
MOEN TIMOTHY P

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)  
10/23/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock <sup>(1)</sup>	10/23/2009		F		2,356 D \$ 53.385	24,249 <sup>(2)</sup>	D
Common Stock <sup>(1)</sup>	10/23/2009		F		982 D \$ 53.385	20,916 <sup>(3)</sup>	D
Common Stock <sup>(1)</sup>	10/23/2009		F		817 D \$ 53.385	18,143 <sup>(4)</sup>	D
Common Stock						24,842 <sup>(2)</sup> <sup>(3)</sup> <sup>(4)</sup>	I By Trust
Common Stock	10/26/2009		S		3,000 D \$ 52.617 <sup>(5)</sup>	21,842	I By Trust



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(3) On October 23, 2009, 3,333 already reported and vested stock units, granted on February 15, 2005, were distributed to the reporting person, 2,351 stock units were distributed to the reporting person as common stock of NTRS, and 982 stock units were withheld in payment of Federal, State and Medicare taxes.

(4) On October 23, 2009, 2,773 already reported and vested stock units, granted on February 21, 2006, were distributed to the reporting person; 1,956 stock units were distributed to the reporting person as common stock of NTRS, and 817 stock units were withheld in payment of Federal, State and Medicare taxes.

(5) The price in Column 4 is a weighted average price. The prices actually received ranged from \$52.61 to \$52.68. Upon request, the reporting person will provide to the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within this range.

(6) as of 9/30/2009

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.