

NORTHERN TRUST CORP
Form 3
September 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Pembleton Susan Gillian | | (Month/Day/Year) | NORTHERN TRUST CORP [NTRS] | |
| (Last) | (First) | (Middle) | 09/01/2014 | |
| 50 SOUTH LASALLE STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CHICAGO, IL 60603 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | EVP, Human Resources | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock ⁽¹⁾ | 5,343 | D | ^ |
| Common Stock | 5,415 | D | ^ |
| Common Stock | 1,794.37 | I | UK Employee Share Ownership Plan as of 7/28/2014 |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|--|--|--|---------------|--------------|----------------------------------|
|--|--|--|---------------|--------------|----------------------------------|

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| | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|--------------------------------------|------------------|-----------------|---|----------------------------|--|--|----------------------|
| Employee Stock Option (right-to-buy) | Â (2) | 02/19/2018 | Common Stock | 21 | \$ 71.23 | D | Â |
| Employee Stock Option (right-to-buy) | Â (3) | 02/16/2019 | Common Stock | 749 | \$ 55.39 | D | Â |
| Employee Stock Option (right-to-buy) | Â (4) | 02/15/2020 | Common Stock | 149 | \$ 50.99 | D | Â |
| Employee Stock Option (right-to-buy) | Â (5) | 02/13/2022 | Common Stock | 165 | \$ 43.65 | D | Â |
| Employee Stock Option (right-to-buy) | Â (6) | 02/20/2017 | Common Stock | 2,013 | \$ 63.36 | D | Â |
| Employee Stock Option (right-to-buy) | Â (7) | 02/19/2018 | Common Stock | 2,122 | \$ 71.23 | D | Â |
| Employee Stock Option (right-to-buy) | Â (8) | 02/16/2019 | Common Stock | 1,960 | \$ 55.39 | D | Â |
| Employee Stock Option (right-to-buy) | Â (9) | 02/15/2020 | Common Stock | 5,067 | \$ 50.99 | D | Â |
| Employee Stock Option (right-to-buy) | Â (10) | 02/14/2021 | Common Stock | 4,275 | \$ 52.64 | D | Â |
| Employee Stock Option (right-to-buy) | Â (11) | 02/13/2022 | Common Stock | 1,066 | \$ 43.65 | D | Â |
| Employee Stock Option (right-to-buy) | Â (12) | 02/21/2016 | Common Stock | 1,152 | \$ 52.095 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pembleton Susan Gillian 50 SOUTH LASALLE STREET CHICAGO, IL 60603 | Â | Â | Â EVP, Human Resources | Â |

Signatures

Nicholas M. Tipsord, Attorney-in-Fact for Susan Gillian
Pembleton

09/10/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) This option became exercisable in four equal annual installments beginning 2/19/2009.
- (3) This option became exercisable in four equal annual installments beginning 2/16/2010.
- (4) This option became exercisable in four equal annual installments beginning 2/15/2011.
- (5) This option became exercisable in four equal annual installments beginning 2/13/2013.
- (6) This option became exercisable in four equal annual installments beginning 2/20/2008.
- (7) This option became exercisable in four equal annual installments beginning 2/19/2009.
- (8) This option became exercisable in four equal annual installments beginning 2/16/2010.
- (9) This option became exercisable in four equal annual installments beginning 2/15/2011.
- (10) This option became exercisable in four equal annual installments beginning 2/14/2012.
- (11) This option became exercisable in four equal annual installments beginning 2/13/2013.
- (12) This option became exercisable in four equal annual installments beginning 2/21/2007.

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.