

NORTHERN TRUST CORP
Form 3
May 07, 2012

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 | |
| Â Bowman Biff | | (Month/Day/Year) | NORTHERN TRUST CORP [NTRS] | |
| (Last) | (First) | (Middle) | 05/02/2012 | |
| 50 S. LASALLE STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CHICAGO,Â ILÂ 60603 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Head of Human Resources | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

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⁾ | 24,541 | D | Â |
| Common Stock | 9,832 | D | Â |
| Common Stock | 543 ⁽²⁾ | I | 401(k) |

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 Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------|
| Employee Stock Option (right-to-buy) | Â (3) | 05/20/2012 | Common Stock | 1,668 | \$ 52.3 | D | Â |
| Employee Stock Option (right-to-buy) | Â (3) | 05/20/2012 | Common Stock | 3,332 | \$ 52.3 | D | Â |
| Employee Stock Option (right-to-buy) | Â (4) | 02/17/2014 | Common Stock | 7,000 | \$ 49.12 | D | Â |
| Employee Stock Option (right-to-buy) | Â (5) | 02/15/2015 | Common Stock | 6,000 | \$ 44.465 | D | Â |
| Employee Stock Option (right-to-buy) | Â (6) | 02/21/2016 | Common Stock | 6,045 | \$ 52.095 | D | Â |
| Employee Stock Option (right-to-buy) | Â (7) | 02/20/2017 | Common Stock | 5,919 | \$ 63.36 | D | Â |
| Employee Stock Option (right-to-buy) | Â (8) | 02/19/2018 | Common Stock | 7,371 | \$ 71.23 | D | Â |
| Employee Stock Option (right-to-buy) | Â (9) | 02/16/2019 | Common Stock | 14,444 | \$ 55.39 | D | Â |
| Employee Stock Option (right-to-buy) | Â (10) | 02/15/2020 | Common Stock | 11,768 | \$ 50.99 | D | Â |
| Employee Stock Option (right-to-buy) | Â (11) | 02/14/2021 | Common Stock | 11,399 | \$ 52.64 | D | Â |
| Employee Stock Option (right-to-buy) | Â (12) | 02/13/2022 | Common Stock | 11,455 | \$ 43.65 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bowman Biff 50 S. LASALLE STREET CHICAGO, IL 60603 | Â | Â | Â Head of Human Resources | Â |

Signatures

Paul A. Bernacki, Attorney-in-Fact for S. Biff
Bowman

05/07/2012

__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) as of 3/31/12
- (3) This option became exercisable in three annual installments beginning 5/20/2003.
- (4) This option became exercisable in four annual installments beginning 2/17/2005.
- (5) This option became exercisable 100% on March 31, 2005
- (6) This option became exercisable in four annual installments beginning 2/21/2007.
- (7) This option became exercisable in four annual installments beginning 2/20/2008.
- (8) This option became exercisable in four annual installments beginning 2/19/2009.
- (9) This option became exercisable in four annual installments beginning 2/16/2010.
- (10) This option became exercisable in four annual installments beginning 2/15/2011.
- (11) This option became exercisable in four annual installments beginning 2/14/2012.
- (12) This option became exercisable in four annual installments beginning 2/13/2013.

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.