

NORTHERN TRUST CORP  
 Form 4  
 January 28, 2003

**FORM 4**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed By  
 Romeo and Dye's  
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 www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Pero, Perry R.</b>			<b>Northern Trust Corporation NTRS</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>01/24/03</b>		
Northern Trust Corporation 50 S La Salle St								
(Street)			5. If Amendment, Date of Original (Month/Day/Year)			7. 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		
Chicago, IL 60675								

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price									
Common Stock	01/24/03		M		29940	A	\$9.9375									
Common Stock	01/24/03		F <sup>(1)</sup>		8423	D	\$35.32									
Common Stock	01/24/03		F <sup>(2)</sup>		6853	D	\$35.32									
Common Stock	01/24/03		F <sup>(3)</sup>		2496	D	\$35.32									
Common Stock	01/24/03		A		30000	A										
Common Stock	01/24/03		F <sup>(2)</sup>		8327	D	\$35.32			566799		D				
Common Stock <sup>(4)</sup>										101557		D				
Common Stock										86712 <sup>(5)</sup>		I	401(k)			

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Common Stock									15276 <sup>(6)</sup>	I	ESOP
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Common Stock Option (right to buy) <sup>(7)</sup>	\$9.9375	01/24/03		M		29940		09/15/93	09/15/02	Common Stock	29940	453472	D	
Common Stock Award <sup>(7)</sup>		01/24/03		A		30000				Common Stock	30000	26000	D	

Explanation of Responses:

- (1) Mature shares delivered in payment of stock option.
- (2) Represents shares withheld for the payment of taxes.
- (3) Mature shares delivered in payment of additional Federal withholding.
- (4) Represents stock units payable automatically in common stock on a 1-for-1 basis.
- (5) as of 9/30/02
- (6) as of 12/21/01
- (7) with tandem tax withholding right

By: /s/ **Eileen C. Ratzka (POA)**  
**Perry R. Pero**  
 \*\*Signature of Reporting Person

**01/27/03**  
 Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
 If space is insufficient, See Instruction 6 for procedure.

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