Form

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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

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response...

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Levy Susan Cohen			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 S LASALLE ST (Street)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2019	Director 10% Owner _X_ Officer (give title Other (specify below) EVP, Gen Counsel & Corp Sec			
			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
CHICAGO, IL 60603				Form filed by More than One Reporting Person			

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

	1 401	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiency Owned							
2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	cquired	5. Amount of	6. Ownership	7. Nature of	
(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	ispose	d of (D)	Securities	Form: Direct	Indirect	
•	any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial	
	(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
				(Reported			
						Transaction(s)			
		Code V	Amount		Price	(Instr. 3 and 4)			
03/01/2019		F	572	D	\$ 93.49	52,242 (1) (2)	D		
	(Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	2. Transaction Date (Month/Day/Year) (Month/Day/Year) Execution Date, if any Code (Instr. 3, (Month/Day/Year) (Month/Day/Year) Code V Amount	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Code V Amount (D)	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (A) or Code V Amount (D) Price	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) 2. A. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) 8. Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 2. Code V Amount (D) Price (Instr. 3 and 4) 3. A. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 3. A. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 3. A. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 4. Securities Acquired 6. Securities	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (A)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Levy Susan Cohen 50 S LASALLE ST CHICAGO, IL 60603

EVP, Gen Counsel & Corp Sec

Signatures

Bradley R. Gabriel, Attorney-in-Fact for Susan C. Levy 03/05/2019

**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) Reflects 572 shares withheld in payment of Federal, State and Medicare taxes upon the vesting of 1,363 previously reported stock units. The remaining 791 shares were distributed to the reporting person as shares of common stock.
- (2) Includes 19,477 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

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.

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