

NORTHERN TRUST CORP  
 Form 4  
 April 01, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
**KELLY ARTHUR L**

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. LA SALLE ST.**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/31/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**CHICAGO, IL 60675**

(City) (State) (Zip)

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Common Stock                    |                                      |  |                                |   | 18,391  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 44,000  | I  | By Trust                          |
| Common Stock                    |                                      |  |                                |   | 700   | I  | By Spouse                         |
| Common Stock                    |                                      |  |                                |   | 2,000   | I  | Trust fbo son                     |
| Common Stock                    |                                      |  |                                |   | 775   | I  | Trust fbo daughter                |

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|                             |        |   |                    |
|-----------------------------|--------|---|--------------------|
| Common Stock                | 3,000  | I | Trust fbo daughter |
| Common Stock                | 20,000 | I | Kelly Family Trust |
| Common Stock <sup>(1)</sup> | 4,800  | D |                    |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |                            |      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |      |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)                        |      |
| Stock Units                                | <sup>(2)</sup>   | 03/31/2005                           |  | A                              | 505   | <sup>(3)</sup>   | <sup>(3)</sup>  | Common Stock                               | 505                        | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KELLY ARTHUR L<br>50 S. LA SALLE ST.<br>CHICAGO, IL 60675 | X             |           |         |       |

## Signatures

Eileen C. Ratzka POA for Arthur L. Kelly  
04/01/2005

\*\*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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

(2) 1-for-1

(3) The stock units will be paid in cash to the Director upon termination of the Director's service on the Board.

Stock units representing the deferral of a common stock grant (1997 Northern Trust Corporation Deferred Compensation Plan for

(4) Non-Employee Directors), deferral of the quarterly retainer, and deferral of board and committee fees pursuant to the Northern Trust Corporation Deferred Compensation Plans for Non-Employee Directors.

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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