

FRADKIN STEVEN L
Form 4
January 25, 2018

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 *
FRADKIN STEVEN 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 SOUTH LASALLE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President/Wealth Management

CHICAGO, IL 60603

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/15/2017		F		260 ⁽¹⁾	D	\$ 97.29 45,647 ⁽²⁾
Common Stock	01/23/2018		A		15,909	A	\$ 106.71 61,556 ⁽²⁾
Common Stock	01/23/2018		F		5,968	D	\$ 106.71 45,647 ⁽²⁾ ⁽³⁾
Common Stock							120,207 ⁽³⁾
Common Stock							1,762
						I	By Trust
						I	Spouse as trustee for Son

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- (1) Represents shares withheld to satisfy tax withholding obligations related to previously reported stock units.
- (2) Includes 45,647 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (3) Reflects the transfer of 9,941 shares directly held by the reporting person into the reporting person's existing trust account.

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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