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NORTHERN TRUST CORP

Form 4 January 23, 2003

/ 23,	2003					
			OMB APPROVAL			
[]	Check this box if no lon subject to Section 16. F Form 5 obligations may c See Instruction 1(b).	orm 4 or	OMB Number Expires: Estimated average hours per respon			
	U.S. SE	CURITIES AND EXCHANG Washington, D.C. 20				
		FORM 4				
	STATEMENT O	F BENEFICIAL OWNERSH	IIP OF SECURITIES			
	Filed pursuant to Section Section 17(a) of the Section 30(f)		ng Company Act of	1935 or		
1.	Name and Address of Rep	orting Person*				
Cro	wn	Susan				
	(Last)	(First)	(Middle)			
222	North LaSalle Street, Su	ite 2000				
		(Street)				
Chi	cago	Illinois	60601			
	(City)	(State)	(Zip)			
2.						
	thern Trust Corporation (
3.	IRS Identification Numb					
4.	Statement for Month/Yea					
Jan	uary 21, 2003					
5.	If Amendment, Date of O					
6.	Relationship of Reporti (Check all applicable)					

[X] Director [_] 10% Owner [_] Officer (give title below) [_] Other (specify below)

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7.	Indivio	dual or	Joint/Group Filin	g (Check appli	cable line)		
		orm filed	d by One Reportin	e Reporting Pe			
				=========			
		Table I -		ficially Owned		sed of,	
						4. Securities Acquire	ed (A) or
				2.	3. Transaction Code	Disposed of (D) (Instr. 3, 4 and 9	5)
1. Title of Security (Instr. 3)			Transaction Date	(Instr. 8)	- Amount of (I	r Price	
						2,400 A	
	non Stock non Stock						
				========			

Note A: Represents stock units payable automatically on a one-for-one basis in shares of the Corporation's common stock. 800 stock units will vest following re-election of the Reporting Person as a director of the Issuer in each of the years 2003 through 2005.

Note B: Excludes stock units described in Note A.

Note C: Owned by various trusts of which the children of the Reporting Person are beneficiaries.

Note D: Owned by a partnership, Henry Crown and Company (Not Incorporated)

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of which trusts for the benefit of the Reporting Person and the children of the Reporting Person are partners.

The Reporting Person disclaims beneficial ownership of the shares described in Notes C and D, except to the extent of her beneficial interest in the entities that own these shares.

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 $4\left(b\right)\left(v\right)$.

(Over) SEC 1474(3-99)

FORM 4 (continued)

Table II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	Price of Deriv-	Date	Trans- action Code (Instr.	Securities Acquired (A) or Disposed of (D) (Instr. 3,		Expiration Date (Month/Day/Year)		Amount or	
Derivative Security		(Month/ Day/	,		,		Expira-		Number of
Security (Instr. 3)								Title	

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Explanation of Responses	S:		

**Signature of Reporting Person

/s/ Susan Crown

January 23, 2003

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 provided is insufficient, see Instruction 6 for procedure.

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