

FRADKIN STEVEN L
Form 4
January 24, 2019

FORM 4

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

OMB APPROVAL

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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 S LASALLE ST

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/22/2019

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

CHICAGO, IL 60603

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

(City) (State) (Zip)

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 or Price		
Common Stock	01/22/2019		A		21,979 A \$ 0	67,333 <u>(1)</u>	D
Common Stock	01/22/2019		F		8,134 D \$ 90.42	45,354 <u>(1) (2)</u>	D
Common Stock						126,623 <u>(2) (3)</u>	I By Trust
Common Stock						11,500 <u>(3)</u>	I 2018 GRAT
Common Stock						1,762	I Spouse as trustee for Son

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- (1) Includes 45,354 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) Reflects the transfer of 13,845 shares directly held by the reporting person into the reporting person's existing trust account.
- (3) Reflects the December 13, 2018 transfer of 11,500 shares of the Corporation's common stock into a newly created grantor retained annuity trust.

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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