Parker Teresa Form 4 February 21, 2019

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or 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

2. Issuer Name and Ticker or Trading

Symbol

burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

1(b).

Parker Teresa

(Print or Type Responses)

1. Name and Address of Reporting Person *

			NORTHERN TRUST CORP [NTRS]				(Check all applicable)				
(Last) 50 S LASA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2019					Director 10% Owner Selfow) Other (specify below) Executive Vice President			
				endment, Da nth/Day/Year	_	l		6. Individual or Joint/Group Filing(Check Applicable Line)			
CHICAGO						_X_ 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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)	
Common Stock	02/19/2019			F	509	D	\$ 92.83	28,300 <u>(1)</u> <u>(2)</u> <u>(3)</u>	D		
Common Stock	02/19/2019			F	422	D	\$ 92.83	27,878 (4) (5)	D		
Common Stock	02/19/2019			A	14,920	A	\$ 0	42,798 <u>(6)</u>	D		
Common Stock	02/19/2019			F	1,554	D	\$ 92.83	41,424 (7) (8)	D		
Common Stock								9,254.01	I	401(k) as of 12-31-18	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	sable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration Da	te	Amoun	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)
	Derivative				Securities			(Instr. 3	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration Date		or	
						Exercisable			Number	
									of	
				Code V	$^{\prime}$ (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Parker Teresa 50 S LASALLE ST CHICAGO, IL 60603

Executive Vice President

Signatures

Bradley R. Gabriel, Attorney-in-Fact for Teresa Parker

02/21/2019

**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 509 shares withheld in payment of taxes upon the vesting of 1,073 previously reported stock units. The remaining 564 shares were distributed to the reporting person as shares of common stock.
- (2) Includes 13,209 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (3) Reflects a correction to the previously reported number of shares withheld in payment of taxes on January 22, 2019. On such date 2,366 shares were withheld in payment of taxes.
- (4) Reflects 422 shares withheld in payment of taxes upon the vesting of 890 previously reported stock units. The remaining 468 shares were distributed to the reporting person as shares of common stock.
- (5) Includes 12,319 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.

Reporting Owners 2

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- (6) Includes 27,239 stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (7) Reflects 1,554 shares withheld in payment of taxes upon the vesting of 3,280 stock units. The remaining 1,726 shares will be distributed to the reporting person as shares of common stock.
- (8) Includes 23,959 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.