

Parker Teresa
Form 4
February 21, 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 *
Parker Teresa

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)
02/19/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 (A) or (D) Price			
Common Stock	02/19/2019		F	509 D \$ 92.83	28,300 ⁽¹⁾ ⁽²⁾ ₍₃₎	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 ⁽⁶⁾	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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- (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.

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