

Edgar Filing: NORTHERN TRUST CORP - Form FWP

NORTHERN TRUST CORP
Form FWP
July 31, 2012

Filed Pursuant to Rule 433

Registration No. 333-175892

July 30, 2012

Terms and Conditions 10 Year Fixed Rate Notes due 2022

| | |
|--------------------------------------|-----------------------------------------------------------------------------------------------------------|
| Issuer | Northern Trust Corporation |
| Note Type | Senior |
| Expected Ratings (Moody's/S&P/Fitch) | A1/A+/AA- |
| Principal Amount | \$500,000,000 |
| Pricing Date | July 30, 2012 |
| Settlement Date | August 2, 2012 (T+3) |
| Maturity Date | August 2, 2022 |
| Coupon | 2.375% |
| Re-offer Yield | 2.407% |
| Re-offer Price | 99.717% |
| Market Re-offer Spread | 90 basis points |
| Pricing Benchmark | 1.750% UST due May 15, 2022 |
| Benchmark Yield | 1.507% |
| Interest Payment Dates | Semi-annually on the 2 nd of February and August |
| First Coupon Date | February 2, 2013 |
| Call Provisions | Non-callable |
| Day Count Basis | 30/360 |
| Proceeds to Company before Expenses | \$496,335,000 |
| Minimum Denominations | US\$2,000 and integral multiples of US\$1,000 in excess of such amount |
| Joint Book-Running Managers | Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. LLC Goldman, Sachs & Co. |
| Co-Managers | Barclays Capital Inc. The Williams Capital Group, L.P. |
| CUSIP | 665859AN4 |
| ISIN | US665859AN47 |

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

This communication is intended for the sole use of the person to whom it is provided by us. The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in

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that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling (i) Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322, or (ii) Morgan Stanley & Co. LLC at 1-866-718-1649.

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