#### NORTHERN TRUST CORP

Form 5

January 26, 2005

# FORM 5 UNITED STATES SECURITIES AND EVOLANCE COMMISSION OMB

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Check this box if no longer subject to Section 16.

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Expires. 2005
Estimated average burden hours per response... 1.0

Number:

Expires:

5. Relationship of Reporting Person(s) to

3235-0362

January 31,

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

WINTED ALICON A

1. Name and Address of Reporting Person \*

Form 4 or Form

5 obligations

may continue.

WINTER AI	LISON A	NC	nbol ORTHERN 7 ΓRS]	ΓRUS	T CORF	,	I	ssuer (Chec	ck all applicable	e)		
(Last)	(First) (M	(Mo	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004					Director 10% Owner Other (specify below) below)				
50 S. LA SA	LLE ST.	12/	31/2004					EVP &	President/PFS-	-NE		
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					6	6. Individual or Joint/Group Reporting						
								(check applicable line)				
CHICAGO,	IL 60675						_	X_ Form Filed by Form Filed by Person				
(City)	(State)	Zip)	Table I - Nor	n-Deriv	ative Sec	urities	s Acqui	ired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Data any (Month/Day/Y	Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end	6. Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership		
					Amount	(A) or (D)	Price	of Issuer's Fiscal Year (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)		
Common Stock	12/31/2003	Â	W		100	A	\$0	100	I	By Trust (1)		
Common Stock	Â	Â	Â		Â	Â	Â	22,103	I	Winter Family Trust		
Common Stock	Â	Â	Â		Â	Â	Â	3,000	I	Winter Family Trust		
	Â	Â	Â		Â	Â	Â	38,000	D	Â		

Common Stock (2)									
Common Stock	Â	Â	Â	Â	Â	Â	3,185	I	POA for Son
Commn Stock	Â	Â	Â	Â	Â	Â	2,255	I	POA for Daughter
Common Stock	Â	Â	Â	Â	Â	Â	17,670 <u>(3)</u>	I	401(k)
Commn Stock	Â	Â	Â	Â	Â	Â	14,479 (4)	I	ESOP

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

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SEC 2270 (9-02)

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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 Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration	Title	Number	
						Exercisable	Date		of	
					(A) (D)				Shares	
					. , . ,					

Deletionshin

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
WINTER ALISON A 50 S. LA SALLE ST. CHICAGO, IL 60675	Â	Â	EVP & President/PFS-NE	Â				

### **Signatures**

Eileen C. Ratzka POA for Alison A. Winter 01/26/2005

\*\*Signature of Reporting Person Date

Reporting Owners 2

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#### **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) Insider is the trustee of the trust of which the beneficiary is an immediate family member.
- (2) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (3) as of 12/31/04
- (4) as of 12/31/2003

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.