

NORTHERN TRUST CORP
Form 4
April 24, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
MCCORMACK ROBERT C

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. LA SALLE ST.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/21/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

CHICAGO, IL 60675

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	04/21/2006		S	68,161 D \$ 57.5	1,404,071	I	By Trust (1)
Common Stock	04/21/2006		S	880 D \$ 57.51	1,403,191	I	By Trust (1)
Common Stock	04/21/2006		S	2,031 D \$ 57.52	1,401,160	I	By Trust (1)
Common Stock	04/21/2006		S	336 D \$ 57.53	1,400,824	I	By Trust (1)
Common Stock	04/21/2006		S	84 D \$ 57.54	1,400,740	I	By Trust (1)

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Common Stock	04/21/2006	S	84	D	\$ 57.55	1,400,656	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	1,762	D	\$ 57.6	1,398,894	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	336	D	\$ 57.61	1,398,558	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	84	D	\$ 57.62	1,398,474	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	3,096	D	\$ 57.63	1,395,378	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	84	D	\$ 57.64	1,395,294	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	587	D	\$ 57.65	1,394,707	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	1,548	D	\$ 57.66	1,393,159	I	By Trust <u>(1)</u>
Common Stock	04/21/2006	S	1,704	D	\$ 57.5	25,124	I	By Spouse
Common Stock	04/21/2006	S	22	D	\$ 57.51	25,102	I	By Spouse
Common Stock	04/21/2006	S	51	D	\$ 57.52	25,051	I	By Spouse
Common Stock	04/21/2006	S	8	D	\$ 57.53	25,043	I	By Spouse
Common Stock	04/21/2006	S	2	D	\$ 57.54	25,041	I	By Spouse
Common Stock	04/21/2006	S	2	D	\$ 57.55	25,039	I	By Spouse
Common Stock	04/21/2006	S	44	D	\$ 57.6	24,995	I	By Spouse
Common Stock	04/21/2006	S	8	D	\$ 57.61	24,987	I	By Spouse
Common Stock	04/21/2006	S	2	D	\$ 57.62	24,985	I	By Spouse
Common Stock	04/21/2006	S	78	D	\$ 57.63	24,907	I	By Spouse
Common Stock	04/21/2006	S	2	D	\$ 57.64	24,905	I	By Spouse
Common Stock	04/21/2006	S	15	D	\$ 57.65	24,890	I	By Spouse
	04/21/2006	S	39	D		24,851	I	By Spouse

Common Stock		\$						
		57.66						
Common Stock			1,598,652	I			By Trust	(3)
Common Stock			1,076,400	I			By Trust	(2)
Common Stock			66,768	I			GRAT	
Common Stock			117,000	I			By Trust	(4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCORMACK ROBERT C 50 S. LA SALLE ST. CHICAGO, IL 60675	X			

Signatures

Eileen C. Ratzka POA for Robert C. McCormack
04/24/2006

__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) These shares are held in a trust for the benefit of Mr. McCormack's brother. Mr. McCormack is a co-trustee of the trust.
- (2) These shares are held in a trust for the benefit of Mr. McCormack's sons. Mr. McCormack is a co-trustee of the trust.
- (3) These shares are held in a trust of which Mr. McCormack is a co-trustee and beneficiary. Mr. McCormack's sons have a remainder interest in the trust.
- (4) These shares are held in a trust for the benefit of Mr. McCormack's sister-in-law. The Mr. McCormack is a co-trustee of the 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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