NORTHERN TRUST CORP

Form 4

October 28, 2005

FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

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

Section 16. 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

1(b).

(Print or Type Responses)

	Address of Reporting			nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			ORTHERN T TRS]	TRUST CORP	(Check all applicable)			
(Last)	(First) (Oate of Earliest onth/Day/Year)			ive title	Other (specify	
50 S. LA SALLE ST.			26/2005		below)	below)		
(Street)			f Amendment,	Date Original	6. Individual or Joint/Group Filing(Check			
			d(Month/Day/Y	ear)	Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO	O, IL 60675				Form filed b	•	C	
(City)	(State)	(Zip)	Table I - Non	a-Derivative Securities Ac	quired, Disposed	l of, or Benefi	cially Owned	
1.Title of	2. Transaction Date		3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	

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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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)
Common Stock	10/26/2005		Code V S	Amount 117	(D)	Price \$ 52.81	1,682,934	I	By Trust (3)
Common Stock	10/26/2005		S	35	D	\$ 52.83	1,682,899	I	By Trust (3)
Common Stock	10/26/2005		S	200	D	\$ 52.85	1,682,699	I	By Trust (3)
Common Stock	10/26/2005		S	162	D	\$ 52.86	1,682,537	I	By Trust (3)
Common Stock	10/26/2005		S	206	D	\$ 52.87	1,682,331	I	By Trust (3)

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Common Stock	10/26/2005	S	150	D	\$ 52.88	1,682,181	I	By Trust (3)
Common Stock	10/26/2005	S	51	D	\$ 52.89	1,682,130	I	By Trust (3)
Common Stock	10/26/2005	S	50	D	\$ 52.9	1,682,080	I	By Trust (3)
Common Stock	10/26/2005	S	78	D	\$ 52.91	1,682,002	I	By Trust (3)
Common Stock	10/26/2005	S	50	D	\$ 52.92	1,681,952	I	By Trust (3)
Common Stock						1,566,057	I	By Trust (1)
Common Stock						251,790	I	RCM 1967 Trust
Common Stock						28,288	I	Spouse
Common Stock						117,000	I	By Trust (4)
Common Stock						66,768	I	GRAT
Common Stock						1,494	I	McCormack LLC
Common Stock						1,076,400	I	By Trust (2)
Common Stock (5)						5,336.75	D	

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

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(9-02)

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 Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3.				

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4, and 5)

						Amount
			Date Exercisable	Expiration Date	Title	or Number of
Code V	(A)	(D)				Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCCORMACK ROBERT C
50 S. LA SALLE ST. X

CHICAGO, IL 60675

Signatures

Eileen C. Ratzka POA for Robert C. McCormack 10/28/2005

**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.
- (5) Represents 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.

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