

THERIAULT TIMOTHY J

Form 4/A

October 27, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
THERIAULT TIMOTHY J

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)  
10/20/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & President C&IS

CHICAGO, IL 60603

4. If Amendment, Date Original Filed(Month/Day/Year)  
10/24/2006

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)
Common Stock <sup>(1)</sup>	10/20/2006		F	V Amount (A) or (D) Price 2,259 (2) \$ 57.185	49,039 (3)	D	
Common Stock					29,417 (4)	I	By Trust
Common Stock	10/20/2006		M	1,913 A \$ 52.3	31,330	I	By Trust
Common Stock	10/20/2006		F	1,749 D \$ 57.185	29,581 (5)	I	By Trust
Common Stock	10/20/2006		M	3,066 A \$ 32.615	32,647	I	By Trust

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Common Stock      10/20/2006      F      1,748      D      \$ 57.185      30,899      I      By Trust

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.**

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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 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 52.3	10/20/2006		M	1,913	05/20/2003 05/20/2012	Common Stock	1,913
Employee Stock Option (right-to-buy)	\$ 32.615	10/20/2006		M	3,066	02/18/2004 02/18/2013	Common Stock	3,066

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THERIAULT TIMOTHY J 50 S. LA SALLE ST. CHICAGO, IL 60603			EVP & President C&IS	

## Signatures

Eileen C. Ratzka POA for Timothy J. Theriault      10/27/2006

\*\*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) Represents stock units payable automatically on a 1-for-1 basis in shares of the Corporation's common stock.
- (2) 2,259 stock units withheld in payment of taxes resulting from the vesting of 7,000 stock units
- (3) Total reflects the distribution of 6,994 vested stock units as shares of common stock. (Reporting person is deferring 6 stock units.)
- (4) Total reflects the distribution of 4,735 shares of common stock (net of taxes and deferral) resulting from the vesting of stock units.
- (5) Amended Form 4 to correct the transposition of numbers in Col. 5, Line 4 holdings and to correct Col. 5 holdings Lines 5 & 6.

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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