

ROSSITER PETER L
Form 4
December 17, 2002

FORM 4

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

OMB APPROVAL

☐ 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**

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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

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www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s)		
Rossiter, Peter L.			Northern Trust Corporation NTRS				to Issuer (Check all applicable)		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 12/16/02		☐ Director — ☐ 10% Owner — ☒ Officer (give title below) — Other (specify below)		
Northern Trust Corporation 50 S La Salle St							EVP & President C&IS		
(Street)			5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)		☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person		
Chicago, IL 60675									
(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 & 5)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common ⁽¹⁾						46000 ⁽²⁾	D		
Common	12/16/02		F ⁽³⁾		10064 D \$36.30		D		
Common	12/16/02		G		21936 D		D		
Common	12/16/02		F		3712 ⁽⁴⁾ D \$36.30	79190	D		
Common	12/16/02		G		21936 A	79064	I	By Spouse	
Common						1851 ⁽⁵⁾	I	401(k)	
Common						4845 ⁽⁶⁾	I	ESOP	

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

- (1) Represents Stock Units payable automatically in Stock on a 1-for-1 basis.
(2) Reflects that 32,000 Stock Units were distributed out in an equal number of shares of common stock.
(3) Shares delivered to Issuer by reporting person in payment of Federal, State and FICA withholdings.
(4) Mature Shares delivered to Issuer by reporting person in payment of additional withholding tax due pursuant to distribution of shares of common stock.
(5) as of 9/30/02
(6) as of 12/31/01

By: /s/ **Eileen C. Ratzka (POA)**

Peter L. Rossiter

**Signature of Reporting Person

12/17/02

Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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