

Edgar Filing: NORTHERN TRUST CORP - Form 4

7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by One Reporting Person
 Form filed by more than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
		Code	V	Amount	(A) or (D)
Common Stock	01/21/03	A		2,400	A
Common Stock					
Common Stock					
Common Stock					3

Note A: Represents stock units payable automatically on a one-for-one basis in shares of the Corporation's common stock. 800 stock units will vest following re-election of the Reporting Person as a director of the Issuer in each of the years 2003 through 2005.

Note B: Excludes stock units described in Note A.

Note C: Owned by various trusts of which the children of the Reporting Person are beneficiaries.

Note D: Owned by a partnership, Henry Crown and Company (Not Incorporated)

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of which trusts for the benefit of the Reporting Person and the children of the Reporting Person are partners. The Reporting Person disclaims beneficial ownership of the shares described in Notes C and D, except to the extent of her beneficial interest in the entities that own these shares.

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).

(Over)
SEC 1474 (3-99)

FORM 4 (continued)

Table II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
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Explanation of Responses:

/s/ Susan Crown

January 23, 2003

**Signature of Reporting Person

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 provided is insufficient, see Instruction 6 for procedure.

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