

NORTHERN TRUST CORP
Form 8-K
April 19, 2012

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 17, 2012

Northern Trust Corporation

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

50 South LaSalle Street, Chicago, Illinois

0-5965
(Commission

File Number)

36-2723087
(IRS Employer

Identification No.)

60603

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(Address of principal executive offices)

(312) 630-6000

(Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(a) Effective April 17, 2012, Robert C. McCormack and Enrique J. Sosa retired from the Board of Directors (the Board) of Northern Trust Corporation (the Corporation) consistent with the retirement guidelines in the Corporation's Corporate Governance Guidelines.

(e) The Board previously approved, subject to stockholder approval, the Northern Trust Corporation 2012 Stock Plan (the 2012 Plan). According to the results from the Corporation's 2012 Annual Meeting of Stockholders held on April 17, 2012, the Corporation's stockholders approved the 2012 Plan. A more detailed summary of the material terms of the 2012 Plan appears on pages 83-90 of the Corporation's Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission (the SEC) on March 8, 2012 and in the Corporation's Definitive Additional Materials on Schedule 14A, which was filed with the SEC on March 22, 2012. The foregoing description of the 2012 Plan is qualified in its entirety by reference to the full text of the 2012 Plan, which is filed as Exhibit 10.1 hereto, and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The annual meeting of the stockholders of the Corporation was held on April 17, 2012 for the purposes of (i) electing 11 directors to hold office until the next annual meeting of stockholders, (ii) holding an advisory vote on executive compensation, (iii) approving the 2012 Plan, (iv) ratifying the appointment of KPMG LLP as the Corporation's independent registered public accounting firm for the 2012 fiscal year and (v) holding a vote on two stockholder proposals.

All of management's nominees for director as named in the proxy statement for the meeting were elected by the votes set forth in the table below.

| | FOR | WITHHELD | BROKER NON-VOTES |
|------------------------------|-------------|------------|---------------------|
| Election of Directors | | | |
| Linda Walker Bynoe | 199,942,541 | 2,822,756 | 12,106,466 |
| Nicholas D. Chabraja | 196,860,985 | 5,904,312 | 12,106,466 |
| Susan Crown | 195,602,272 | 7,163,025 | 12,106,466 |
| Dipak C. Jain | 194,513,159 | 8,252,138 | 12,106,466 |
| Robert W. Lane | 199,358,513 | 3,406,784 | 12,106,466 |
| Edward J. Mooney | 196,777,119 | 5,988,178 | 12,106,466 |
| John W. Rowe | 187,806,907 | 14,958,390 | 12,106,466 |
| Martin P. Slark | 197,423,064 | 5,342,233 | 12,106,466 |
| David H.B. Smith, Jr. | 201,466,722 | 1,298,575 | 12,106,466 |
| Charles A. Tribbett III | 199,512,120 | 3,253,177 | 12,106,466 |
| Frederick H. Waddell | 195,054,170 | 7,711,127 | 12,106,466 |

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The Corporation's executive compensation was approved, on advisory basis, by the votes set forth in the table below.

| | FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTE |
|--|-------------|------------|-------------|--------------------|
| Advisory vote on executive compensation | 152,674,151 | 47,570,062 | 2,521,084 | 12,106,466 |

The 2012 Plan was approved, by the votes set forth in the table below.

| | FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTE |
|----------------------------------|-------------|------------|-------------|--------------------|
| Approval of the 2012 Plan | 161,880,789 | 40,340,251 | 544,257 | 12,106,466 |

The appointment of KPMG LLP as the Corporation's independent registered public accounting firm for the 2012 fiscal year was ratified by the votes set forth in the table below.

| | FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTE |
|---|-------------|-----------|-------------|--------------------|
| Ratification of independent registered accounting firm | 212,342,834 | 2,249,554 | 279,375 | N/A |

The stockholder proposal regarding accelerated vesting of equity awards in a change in control situation was defeated, by the votes set forth in the table below.

| | FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTE |
|---|------------|-------------|-------------|--------------------|
| Stockholder proposal regarding accelerated vesting of equity awards in a change in control situation | 82,918,883 | 117,634,872 | 2,211,542 | 12,106,466 |

The stockholder proposal regarding independence of the board chairman was defeated, by the votes set forth in the table below.

| | FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTE |
|--|------------|-------------|-------------|--------------------|
| Stockholder proposal regarding independence of the board chairman | 82,341,423 | 119,536,003 | 887,871 | 12,106,466 |

Item 9.01 Financial Statements and Exhibits.

Exhibits.

10.1 Northern Trust Corporation 2012 Stock Plan

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Northern Trust Corporation

Date: April 19, 2012

By: /s/ Rose. A. Ellis

Rose A. Ellis

Corporate Secretary

EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
|-----------------------|--|
| 10.1 | Northern Trust Corporation 2012 Stock Plan |