



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

DIVISION OF  
CORPORATION FINANCE

September 23, 2024

Michael G. O'Grady  
Chairman and Chief Executive Officer  
Northern Trust Corporation  
50 South La Salle Street  
Chicago, IL 60603

**Re: Northern Trust Corporation**  
**Definitive Proxy Statement on Schedule 14A**  
**Filed March 6, 2024**  
**File No. 001-36609**

Dear Michael G. O'Grady:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

Division of Corporation Finance  
Disclosure Review Program