

Northern Trust Corporation
50 South La Salle Street
Chicago, Illinois 60675
(312) 630-6000



Northern Trust

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OFFICE OF THE SECRETARY

AUG 13 2002

August 13, 2002

VIA FACSIMILE (202-824-5090 OR 202-824-5091) FOLLOWED BY FEDERAL EXPRESS

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington D.C. 20549

0684

**Re: Northern Trust Corporation – Statements Under Oath of Principal Executive
and Principal Financial Officer**

Dear Secretary Katz:

Enclosed on behalf of the Principal Executive Officer and Principal Financial Officer of Northern Trust Corporation pursuant to Order No. 4-460 of the Securities and Exchange Commission (June 27, 2002), please find one (1) original and one (1) copy of each of the following documents:

1. Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings; and
2. Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.

Please file stamp the enclosed copy of this letter and the enclosed copy of each Statement and return them in the self-addressed stamped envelope to confirm your receipt of these filings.

Sincerely,

Perry R. Pero
Vice Chairman and Chief Financial Officer

Enclosures

Northern Trust Corporation
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**Statement Under Oath of Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Perry R. Pero, Vice Chairman and Chief Financial Officer of Northern Trust Corporation, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Northern Trust Corporation, and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with Northern Trust Corporation's Audit Committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - Annual Report on Form 10-K for the year ended December 31, 2001 of the Northern Trust Corporation;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Northern Trust Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.

Perry R. Pero

Perry R. Pero
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Subscribed and sworn to
before me this 13th day of
August, 2002.

Eileen C. Ratzka

My Commission Expires:

