

WAGNER WILLIAM J  
Form 3  
December 18, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

|   |         |                                      |   |  |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                              |  |
| WAGNER WILLIAM J                          |         | (Month/Day/Year)                     | Northwest Bancshares, Inc. [NWBI]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 12/18/2009                           |   |  |
| 100 LIBERTY STREET                        |         |                                      | (Check all applicable)  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other      | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | (give title below) (specify below)  |  |
|   |         |                                      | President & CEO   |  |
| WARREN, PA                                | PA      | 16365                                |   |  |
| (City)                                    | (State) | (Zip)                                |   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)         | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Northwest Bancshares, Inc. Common Stock | 105,226.56  | D  | W   |
| Northwest Bancshares, Inc. Common Stock | 170,991.61  | I  | Wife  |
| Northwest Bancshares, Inc. Common Stock | 4,762   | I  | IRA   |
| Northwest Bancshares, Inc. Common Stock | 5,840   | I  | Wife's IRA  |
| Northwest Bancshares, Inc. Common Stock | 3,398.94  | I  | Trust for Daughter                                    |
| Northwest Bancshares, Inc. Common Stock | 3,406.92  | I  | Trust for Son   |
| Northwest Bancshares, Inc. Common Stock | 107,362.05  | I  | 401-K   |
| Northwest Bancshares, Inc. Common Stock | 44,988.06   | I  | ESOP  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
|   | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |  |  |  |
| Stock Options (Right to Buy)                  | 10/18/2001  | 10/17/2011      | Northwest Bancshares, Inc.   | 19,350                     | \$ 4.35  | D  | Â  |
| Stock Options (Right to Buy)                  | 08/21/2002  | 08/21/2012      | Northwest Bancshares, Inc.   | 24,750                     | \$ 5.91  | D  | Â  |
| Stock Options (Right to Buy)                  | 08/20/2003  | 08/20/2013      | Northwest Bancshares, Inc.   | 24,750                     | \$ 7.37  | D  | Â  |
| Stock Options (Right to Buy)                  | 12/15/2004  | 12/15/2014      | Northwest Bancshares, Inc.   | 24,750                     | \$ 11.33   | D  | Â  |
| Stock Options (Right to Buy)                  | 01/19/2006  | 01/19/2015      | Northwest Bancshares, Inc.   | 21,375                     | \$ 10.19   | D  | Â  |
| Stock Options (Right to Buy)                  | 01/18/2007  | 01/18/2016      | Northwest Bancshares, Inc.   | 21,375                     | \$ 9.86  | D  | Â  |
| Stock Options (Right to Buy)                  | 01/17/2008  | 01/17/2017      | Northwest Bancshares, Inc.   | 21,375                     | \$ 11.51   | D  | Â  |
| Stock Options (Right to Buy)                  | 01/16/2009  | 01/16/2018      | Northwest Bancshares, Inc.   | 21,375                     | \$ 11.12   | D  | Â  |
| Stock Options (Right to Buy)                  | 11/19/2009  | 11/19/2018      | Northwest Bancshares, Inc.   | 21,375                     | \$ 9.79  | D  | Â  |
| Stock Options (Right to Buy)                  | 02/18/2010  | 02/18/2020      | Northwest Bancshares, Inc.   | 21,375                     | \$ 7.48  | D  | Â  |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| WAGNER WILLIAM J<br>100 LIBERTY STREET<br>WARREN, PA 16365 | X             |           | President & CEO |       |

## Signatures

William J.  
Wagner

12/18/2009

Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* 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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