

Ritzert Gerald J  
Form 5  
January 30, 2012

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person \*  
Ritzert Gerald J

2. Issuer Name and Ticker or Trading Symbol  
Northwest Bancshares, Inc. [NWBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Senior V.P. Controller

(Last) (First) (Middle)  
  
100 LIBERTY STREET  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

WARREN, PA 16365

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Northwest Bancshares, Inc.      | ^                                    | ^  | ^                              | ^   | ^          | ^     | 21,422.079<br>(1)  | D  | ^   |
| Northwest Bancshares, Inc.      | ^                                    | ^  | ^                              | ^   | ^          | ^     | 678 (2)  | I  | Wife's IRA  |
| Northwest Bancshares, Inc.      | ^                                    | ^  | ^                              | ^   | ^          | ^     | 5,844.098<br>(3)   | I  | 401-K   |

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Northwest Bancshares, Inc.      1,732.688  
 (4)      I      ESOP

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

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SEC 2270 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date |   |                            |
| Option Plan (Right to Buy)                 | \$ 11.33   |                                      |  |                                |   |     | 12/15/2004   | 12/15/2014      | Northwest Bancshares, Inc.                                    | 2,790                      |
| Option Plan (Right to Buy)                 | \$ 10.19   |                                      |  |                                |   |     | 01/19/2006   | 01/19/2015      | Northwest Bancshares, Inc.                                    | 3,937                      |
| Option Plan (Right to Buy)                 | \$ 9.86  |                                      |  |                                |   |     | 01/18/2007   | 01/18/2016      | Northwest Bancshares, Inc.                                    | 3,937                      |
| Option Plan (Right to Buy)                 | \$ 11.26   |                                      |  |                                |   |     | 06/09/2006   | 08/20/2013      | Northwest Bancshares, Inc.                                    | 1,095                      |
| Option Plan (Right to Buy)                 | \$ 11.51   |                                      |  |                                |   |     | 01/17/2008   | 01/17/2017      | Northwest Bancshares, Inc.,                                   | 3,937                      |
| Option Plan (Right to Buy)                 | \$ 12.29   |                                      |  |                                |   |     | 04/25/2007   | 08/20/2013      | Northwest Bancshares, Inc.                                    | 333                        |

|                            |          |  |  |  |  |  |            |            |                            |        |
|----------------------------|----------|--|--|--|--|--|------------|------------|----------------------------|--------|
| Option Plan (Right to Buy) | \$ 12.92 |  |  |  |  |  | 08/22/2007 | 08/20/2013 | Northwest Bancshares, Inc. | 317    |
| Option Plan (Right to Buy) | \$ 11.12 |  |  |  |  |  | 01/16/2009 | 01/16/2018 | Northwest Bancshares, Inc. | 10,125 |
| Option Plan (Right to Buy) | \$ 9.79  |  |  |  |  |  | 11/19/2009 | 11/19/2018 | Northwest Bancshares, Inc. | 10,125 |
| Option Plan (Right to Buy) | \$ 7.48  |  |  |  |  |  | 02/18/2010 | 02/18/2019 | Northwest Bancshares, Inc. | 10,125 |
| Option Plan (Right to Buy) | \$ 11.49 |  |  |  |  |  | 01/20/2011 | 01/20/2020 | Northwest Bancshares, Inc. | 9,000  |
| Option Plan (Right to Buy) | \$ 12.12 |  |  |  |  |  | 01/19/2012 | 01/19/2018 | Northwest Bancshares, Inc. | 9,000  |
| Option Plan (Right to Buy) | \$ 12.32 |  |  |  |  |  | 05/18/2011 | 05/18/2020 | Northwest Bancshares, Inc. | 34,000 |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Ritzert Gerald J<br>100 LIBERTY STREET<br>WARREN, PA 16365 |               |           | Senior V.P. Controller |       |

## Signatures

Gerald J. Ritzert                      01/30/2012

\*\*Signature of                      Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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).

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- (1) Includes 32.540 shares acquired through dividend reinvestment since December 31, 2010.
- (2) Includes 13.00 shares acquired through dividend reinvestment since December 31, 2010
- (3) Includes 1447.52 shares acquired through payroll deduction into the company's 401-K Plan since December 31, 2010
- (4) Includes 340.66 shares acquired through the company's ESOP distributions since December 31, 2010.

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