

Northwest Bancshares, Inc.
Form 4
May 12, 2016

FORM 4

**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).

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

(Print or Type Responses)

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)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2016

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP Finance and Controller

WARREN, PA 16365
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Northwest Bancshares, Inc. | 05/11/2016 | 05/11/2016 | X | 3,937 A | \$ 11.51 | 39,493.287 | D |
| Northwest Bancshares, Inc. | 05/11/2016 | 05/11/2016 | X | 10,124 A | \$ 11.12 | 49,617.287 | D |
| Northwest Bancshares, Inc. | 05/11/2016 | 05/11/2016 | S | 14,061 D | \$ 14,2369 (2) | 35,556.287 (1) | D |
| Northwest Bancshares, | | | | | | 678 | I Wife's IRA |

| | | | |
|----------------------------|--------------------------|---|-------|
| Inc. | | | |
| Northwest Bancshares, Inc. | 13,176.835 <u>(3)</u> | I | 401-K |
| Northwest Bancshares, Inc. | 3,595.616 <u>(4)</u> | I | ESOP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 11.51 | 05/11/2016 | 05/11/2016 | X | 3,937 | 01/17/2008 01/17/2017 | Common Stock | 3,937 | |
| Stock Options (Right to Buy) | \$ 11.12 | 05/11/2016 | 05/11/2016 | X | 6,592 | 01/16/2008 01/16/2018 | Common Stock | 6,592 | |
| Stock Options (Right to Buy) | \$ 11.12 | 05/11/2016 | 05/11/2016 | X | 3,532 | 01/16/2009 01/16/2018 | Common Stock | 3,532 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ritzert Gerald J
100 LIBERTY STREET
WARREN, PA 16365

EVP Finance and Controller

Signatures

Gerald J. Ritzert 05/12/2016

 Signature of
Reporting Person

Date

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).
- (1) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (2) Average price of 21 lots with a low price of \$14.18 and a high price of \$14.305.
- (3) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (4) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.