

CARR RICHARD L

Form 4/A

December 15, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARR RICHARD L

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)
12/14/2010

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

WARREN, PA 16365

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/14/2010

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)				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)
			Code	V	Amount	(A) or (D)	Price			
Northwest Bancshares, Inc.	12/14/2010	12/14/2010	X		15,000	A	\$ 4.35	96,731	D	
Northwest Bancshares, Inc.	12/15/2010	12/15/2010	S		1,900	D	\$ 11.34	94,831	D	
Northwest Bancshares, Inc.	12/15/2010	12/15/2010	S		3,300	D	\$ 11.33	91,531	D	
Northwest Bancshares, Inc.	12/15/2010	12/15/2010	S		9,800	D	\$ 11.32	81,731	D	

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Northwest Bancshares, Inc.	12,068.5	I	IRA
Northwest Bancshares, Inc.	2,638.75	I	Wife's IRA

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option Plan (Right to Buy)	\$ 4.35	12/14/2010	12/14/2010	X	15,000	10/18/2001	10/17/2011	Northwest Bancshares, Inc.	22,500
Option Plan (Right to Buy)	\$ 10.19					01/19/2006	01/19/2015	Northwest Bancshares, Inc.	22,500
Option Plan (Right to Buy)	\$ 9.79					11/19/2009	11/19/2018	Northwest Bancshares, Inc.	6,750
Option Plan (Right to Buy)	\$ 7.48					02/18/2010	02/18/2019	Northwest Bancshares, Inc.	6,750
Option Plan (Right to Buy)	\$ 11.49					01/20/2011	01/20/2020	Northwest Bancshares, Inc.	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARR RICHARD L 100 LIBERTY STREET WARREN, PA 16365	X			

Signatures

Richard L. Carr 12/15/2010

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).

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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