

Northwest Bancshares, Inc.  
Form 4  
May 27, 2016

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HARVEY WILLIAM W**

(Last) (First) (Middle)

**100 LIBERTY STREET**

(Street)

**WARREN, PA 16365**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**Northwest Bancshares, Inc. [NWBI]**

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

**05/25/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

**Sr. EVP & CFO**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Northwest<br>Bancshares,<br>Inc.      | 05/25/2016                              | 05/25/2016                                                  | X                                    | 12,937 A                                                                | \$ 11.12 138,802                                                                                                   | D                                                                       |                                                                   |
| Northwest<br>Bancshares,<br>Inc.      | 05/25/2016                              | 05/25/2016                                                  | S                                    | 12,937 D                                                                | \$ 14.7712 125,865                                                                                                 | D                                                                       |                                                                   |
| Northwest<br>Bancshares,<br>Inc.      | 05/25/2016                              | 05/25/2016                                                  | M                                    | 12,936 A                                                                | \$ 9.79 138,801                                                                                                    | D                                                                       |                                                                   |
| Northwest<br>Bancshares,              | 05/25/2016                              | 05/25/2016                                                  | F                                    | 8,575 D                                                                 | \$ 14.77 130,226                                                                                                   | D                                                                       |                                                                   |

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|                            |                  |   |            |
|----------------------------|------------------|---|------------|
| Inc.                       |                  |   |            |
| Northwest Bancshares, Inc. | 686              | I | IRA        |
| Northwest Bancshares, Inc. | 686              | I | Wife's IRA |
| Northwest Bancshares, Inc. | 12,194.15<br>(2) | I | 401-K      |
| Northwest Bancshares, Inc. | 16,431.82<br>(3) | 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.**

SEC 1474  
(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) |                 |                                         |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|-----------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                   | Amount or Number of Shares |
| Stock Options (Right to Buy)               | \$ 11.12                                               | 05/25/2016                           | 05/25/2016                                         | X                              |                                                                                         | 12,937                                                   |     | 01/16/2009                                                    | 01/16/2018      | Common Stock                            | 12,937                     |
| Stock Options (Right to Buy)               | \$ 9.79                                                | 05/25/2016                           | 05/25/2016                                         | M                              |                                                                                         | 12,936                                                   |     | 11/19/2009                                                    | 11/19/2018      | Northwest Bancshares, Inc. Common Stock | 12,936                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

HARVEY WILLIAM W  
100 LIBERTY STREET  
WARREN, PA 16365

Sr. EVP & CFO

## Signatures

William W.  
Harvey, Jr.

05/27/2016

\_\_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) Average price of 11 lots with a high of \$14.80 and a low of \$14.75.
- (2) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (3) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (4) Constructively exchanged 8575 shares in order to exercise 12,936 stock options. The number of shares issued was 4361 .

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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