

Tredway Philip M
Form 5
February 02, 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 *
Tredway Philip M

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)

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

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

100 LIBERTY STREET

(Street)

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.	Â	Â	Â	Â	Â	Â	19,186 ⁽¹⁾	D	Â
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	7,908 ⁽²⁾	I	IRA

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

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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	Title	
Option Plan (Right to Buy)	\$ 12.48	Â	Â	Â	Â Â	06/20/2008	06/20/2017	Northwest Bancshares, Inc.	4,500
Option Plan (Right to Buy)	\$ 9.79	Â	Â	Â	Â Â	11/19/2009	11/19/2018	Northwest Bancshares, Inc.	6,750
Option Plan (Right to Buy)	\$ 7.48	Â	Â	Â	Â Â	02/18/2010	02/18/2020	Northwest Bancshares, Inc.	6,750
Option Plan (Right to Buy)	\$ 11.49	Â	Â	Â	Â Â	01/20/2011	01/20/2020	Northwest Bancshares, Inc.	6,000
Option Plan (Right to Buy)	\$ 12.12	Â	Â	Â	Â Â	01/19/2012	01/19/2021	Northwest Bancshares, Inc.	6,000
Option Plan (Right to Buy)	\$ 12.32	Â	Â	Â	Â Â	05/18/2011	05/18/2021	Northwest Bancshares, Inc.	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tredway Philip M	Â X	Â	Â	Â

100 LIBERTY STREET
WARREN, PA 16365

Signatures

Philip M.
Tredway

02/02/2012

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) Includes 185 shares acquired through dividend reinvestment since December 31, 2010.
- (2) Includes 143 shares acquired through dividend reinvestment since December 31, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.