

Northwest Bancshares, Inc.
 Form 4
 February 16, 2017

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

(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)
 02/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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.	02/15/2017		X	1,285 A	\$ 11.49	142,691.411	D
Northwest Bancshares, Inc.	02/15/2017		X	7,715 A	\$ 12.12	150,406.411	D
Northwest Bancshares, Inc.	02/15/2017		X	20,400 A	\$ 12.32	170,806.411	D
Northwest Bancshares,	02/15/2017		X	4,080 A	\$ 11.7	174,886.411	D

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Inc.									
Northwest Bancshares, Inc.	02/15/2017	X	3,264	A	\$ 12.44	178,150.411	D		
Northwest Bancshares, Inc.	02/15/2017	X	2,448	A	\$ 13.15	180,598.411	D		
Northwest Bancshares, Inc.	02/15/2017	X	2,496	A	\$ 12.37	183,094.411	D		
Northwest Bancshares, Inc.	02/15/2017	X	1,248	A	\$ 14.15	184,342.411	D		
Northwest Bancshares, Inc.	02/15/2017	S	42,936	D	\$ 17.6412 <u>(1)</u>	141,406.411	D		
Northwest Bancshares, Inc.						678	I		Wife's IRA
Northwest Bancshares, Inc.						19,265.741 <u>(2)</u>	I		401-K

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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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)	\$ 11.49	02/15/2017		X	1,285	01/20/2011	01/20/2020	Common Stock	1,285

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Stock Options (Right to Buy)	\$ 12.12	02/15/2017	X	7,715	01/19/2012	01/19/2021	Common stock	9,000
Stock Options (Right to Buy)	\$ 12.32	02/15/2017	X	20,400	05/18/2011	05/18/2021	Common Stock	20,400
Stock Options (Right to Buy)	\$ 11.7	02/15/2017	X	4,080	05/23/2012	05/23/2022	Common Stock	4,080
Stock Options (Right to Buy)	\$ 12.44	02/15/2017	X	3,264	05/15/2013	05/15/2023	Common Stock	3,264
Stock Options (Right to Buy)	\$ 13.15	02/15/2017	X	2,448	05/21/2014	05/21/2024	Common Stock	2,448
Stock Options (Right to Buy)	\$ 12.37	02/15/2017	X	2,496	05/20/2015	05/20/2025	Common Stock	2,496
Stock Options (Right to Buy)	\$ 14.15	02/15/2017	X	1,248	05/18/2016	05/18/2026	Common Stock	1,248

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 02/16/2017
 **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) Average price of 21 lots with a low price of \$17.59 and a high price of \$17.675.
- (2) 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.