

Northwest Bancshares, Inc.
Form 4
April 25, 2014

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 *
WAGNER WILLIAM 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)
04/23/2014

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)
President & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Northwest Bancshares, Inc. | 04/23/2014 | 04/23/2014 | M | | 24,749 | A | \$ 11.33 |
| Northwest Bancshares, Inc. | 04/23/2014 | 04/23/2014 | M | | 21,374 | A | \$ 10.19 |
| Northwest Bancshares, Inc. | 04/23/2014 | 04/23/2014 | F | | 34,054 | D | \$ 14.63 |
| Northwest Bancshares, | | | | | | | 170,991.61 |
| | | | | | | I | Wife |

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| | | | | | | |
|----------------------------|--|--------------------------|---|--|--|--------------------|
| Inc. | | | | | | |
| Northwest Bancshares, Inc. | | 4,762 | I | | | IRA |
| Northwest Bancshares, Inc. | | 5,840 | I | | | Wife's IRA |
| Northwest Bancshares, Inc. | | 3,398.94 | I | | | Trust For Daughter |
| Northwest Bancshares, Inc. | | 3,406.92 | I | | | Trust For Son |
| Northwest Bancshares, Inc. | | 132,458.57 <u>(2)</u> | I | | | 401-K |
| Northwest Bancshares, Inc. | | 57,172.65 <u>(3)</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 Security (Instr. 3 and 4) | Amount |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Num Shares |
| Stock Options (Right to Buy) | \$ 11.33 | 04/23/2014 | 04/23/2014 | M | 24,750 | 08/20/2003 | 08/20/2013 | Common Stock | 24,750 |
| Stock Options (Right to Buy) | \$ 10.19 | 04/23/2014 | 04/23/2014 | M | 21,374 | 01/19/2006 | 01/19/2015 | Common Stock | 21,374 |
| | \$ 14.63 | 04/23/2014 | 04/23/2014 | A | 19,166 | 04/24/2014 | 12/15/2014 | | 19,166 |

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|------------------------------|----------|--|------------|------------|--------------|-----|
| Stock Options (Right to Buy) | | | | | Common Stock | |
| Stock Options (Right to Buy) | \$ 9.86 | | 01/18/2007 | 01/18/2016 | Common Stock | 21, |
| Stock Options (Right to Buy) | \$ 11.51 | | 01/17/2008 | 01/17/2017 | Common Stock | 21, |
| Stock Options (Right to Buy) | \$ 11.12 | | 01/16/2009 | 01/16/2018 | Common Stock | 21, |
| Stock Options (Right to Buy) | \$ 9.79 | | 11/19/2009 | 11/19/2018 | Common Stock | 21, |
| Stock Options (Right to Buy) | \$ 7.48 | | 02/18/2010 | 02/18/2019 | Common Stock | 21, |
| Stock Options (Right to Buy) | \$ 11.49 | | 01/20/2011 | 01/20/2020 | Common Stock | 19, |
| Stock Options (Right to Buy) | \$ 12.12 | | 01/19/2012 | 01/19/2021 | Common Stock | 19, |
| Stock Options (Right to Buy) | \$ 12.32 | | 05/18/2012 | 05/18/2021 | Common Stock | 100 |
| Stock Options (Right to Buy) | \$ 11.7 | | 05/23/2013 | 05/23/2022 | Common Stock | 24, |
| Stock Options (Right to Buy) | \$ 12.44 | | 05/15/2014 | 05/15/2023 | Common Stock | 24, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| WAGNER WILLIAM J 100 LIBERTY STREET WARREN, PA 16365 | X | | President & CEO | |

Signatures

William J.
Wagner

04/25/2014

__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) Constructively exchanged 34,054 shares in order to exercise 46,123 stock options. Stock in the amount of 12,069 was issued.
- (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.

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