

Ritzert Gerald J
Form 4/A
January 29, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
01/20/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
01/22/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President, 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) Code V Amount (D) Price			
Northwest Bancshares, Inc.					4,379.67	D	
Northwest Bancshares, Inc.					665	I	Wife's IRA
Northwest Bancshares, Inc.					3,355.54	I	401-K
Northwest Bancshares,					1,072.5612	I	ESOP

Inc.

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 11.33					12/15/2004	12/15/2014	Northwest Bancshares, Inc.	2,790
Stock Options (Right to Buy)	\$ 10.19					01/19/2006	01/19/2015	Northwest Bancshares, Inc.	3,937
Stock Options (Right to Buy)	\$ 9.86					01/18/2007	01/18/2016	Northwest Bancshares, Inc.	3,937
Stock Options (Right to Buy)	\$ 11.26					06/09/2006	08/20/2013	Northwest Bancshares, Inc.	1,095
Stock Options (Right to Buy)	\$ 11.51					01/17/2008	01/17/2017	Northwest Bancshares, Inc.	3,937
Stock Options (Right to Buy)	\$ 12.29					04/25/2007	08/20/2013	Northwest Bancshares, Inc.	333

Stock Options (Right to Buy)	\$ 12.92					08/22/2007	08/20/2013	Northwest Bancshares, Inc.	317
Stock Options (Right to Buy)	\$ 11.12					01/16/2009	01/16/2018	Northwest Bancshares, Inc.	10,125
Stock Options (Right to Buy)	\$ 9.79					11/19/2009	11/19/2018	Northwest Bancshares, Inc.	10,125
Stock Options (Right to Buy)	\$ 7.48					02/18/2010	02/18/2019	Northwest Bancshares, Inc.	10,125
Stock Options (Right to Buy)	\$ 11.49	01/20/2010	01/20/2010	A	9,000 <u>(1)</u>	01/20/2011	01/20/2020	Northwest Bancshares, Inc.	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ritzert Gerald J 100 LIBERTY STREET WARREN, PA 16365			Sr. Vice President, Controller	

Signatures

Gerald J. Ritzert 01/29/2010

**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) One seventh of this grant will vest each year beginning January 20, 2011 and on January 20th of each year thereafter through January 20, 2017.

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.