

Northwest Bancshares, Inc.  
Form 4  
May 20, 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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SMELKO MICHAEL G**

(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)

**05/18/2016**

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)

Exec. V.P., Chief Credit Off.

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 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)
Northwest Bancshares, Inc. Common Stock	05/18/2016	05/18/2016	A	5,850 (1)	A \$ 14.51	62,046	D
Northwest Bancshares, Inc. Common Stock						1,019	I Wife's IRA
Northwest Bancshares, Inc. Common Stock						7,505.87 (3)	I 401-K

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Northwest  
Bancshares,  
Inc. Common  
Stock

8,294.13 <sup>(4)</sup> 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)	\$ 14.15	05/18/2016	05/18/2016	A		12,480 (2)		05/18/2016	05/18/2026	Common Stock	12,480

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SRELKO MICHAEL G 100 LIBERTY STREET WARREN, PA 16365	Exec. V.P., Chief Credit Off.

## Signatures

Michael G.  
Smelko 05/20/2016

                    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)

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One tenth of this grant of RRP shares will vest each year beginning May 18, 2016 and on each May 18th thereafter through May 18, 2025.

- (2) One tenth of this grant of stock options will vest each year beginning May 18, 2016 and on each May 18th thereafter through May 18, 2025.
- (3) Reflects transaction that are not reportable pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (4) Reflects transaction that are not reportable 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.

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