

WAGNER WILLIAM J
Form 4/A
August 21, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
WAGNER WILLIAM J

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)
100 LIBERTY STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2018

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

WARREN, PA 16365
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
08/16/2018

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | (D) | Price |
| Northwest Bancshares, Inc. Common Stock | 08/14/2018 | | S | | 18,930 | D | \$ 18.0207 97,592.56 |
| | | | | | | | (2) |
| Northwest Bancshares, Inc. Common Stock | 08/14/2018 | | S | | 22,500 | D | \$ 18.1885 148,491.61 |
| | | | | | | | (3) |
| Northwest Bancshares, Inc. Common Stock | 08/15/2018 | | S | | 28,800 | D | \$ 18.2279 119,691.61 |
| | | | | | | | (5) |

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| | | | | |
|---|------------|-------------------|---|---------------------|
| Inc. Common Stock | <u>(4)</u> | | | |
| Northwest Bancshares, Inc. Common Stock | | 4,762 | I | By IRA |
| Northwest Bancshares, Inc. Common Stock | | 5,840 | I | By Wife's IRA |
| Northwest Bancshares, Inc. Common Stock | | 3,406.92 | I | By Trust for Son |
| Northwest Bancshares, Inc. Common Stock | | 10.537 <u>(1)</u> | I | By 401-K |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

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

Signatures

William J.
Wagner

08/21/2018

 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) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (2) Average price of 12 lots with a high of \$18.05 and a low of \$18.00.
- (3) Average price of 12 lots with a high of \$18.21 and a low of \$18.15.
- (4) Average price of 17 lots with a high of \$18.265 and a low of \$18.20.
- (5) Previously reported as 22,800 resulting from transposition clerical error.

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.