

Northwest Bancshares, Inc.
Form 4
March 06, 2017

FORM 4

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

OMB APPROVAL

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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 *
WESTERBURG DAVID E

(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)
03/02/2017

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 Chief Operations Officer

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)
			Code	V	Amount (A) or (D) Price		
Northwest Bancshares, Inc.	03/02/2017		X		484 A \$ 11.49	29,105	D
Northwest Bancshares, Inc.	03/02/2017		X		97 A \$ 12.12	29,202	D
Northwest Bancshares, Inc.	03/02/2017		X		8,406 A \$ 12.32	37,608	D
Northwest Bancshares,	03/02/2017		X		2,802 A \$ 11.7	40,410	D

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Inc.									
Northwest Bancshares, Inc.	03/02/2017	X	2,675	A	\$ 12.44	43,085		D	
Northwest Bancshares, Inc.	03/02/2017	X	2,679	A	\$ 13.15	45,764		D	
Northwest Bancshares, Inc.	03/02/2017	X	2,496	A	\$ 12.37	48,260		D	
Northwest Bancshares, Inc.	03/02/2017	X	1,248	A	\$ 14.15	49,508		D	
Northwest Bancshares, Inc.	03/02/2017	S	20,887	D	\$ 18.3399 <u>(1)</u>	28,621		D	
Northwest Bancshares, Inc.						22,887.481 <u>(2)</u>		I	401-K

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

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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) (Instr. 3)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 11.49	03/02/2017		X	484	01/20/2011 01/20/2020	Common Stock	1,767
Stock Options	\$ 12.12	03/02/2017		X	97	01/19/2012 01/19/2021	Common Stock	2,667

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(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.

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