

Scalise Jonathan P
 Form 4
 June 15, 2018

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 *
 Scalise Jonathan P

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)
 06/14/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP- Business Development

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

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

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	(D)	Price	
Northwest Bancshares, Inc. Common Stock	06/14/2018		M		2,400	A	\$ 12.32 26,652.25	D
Northwest Bancshares, Inc. Common Stock	06/14/2018		M		914	A	\$ 11.49 27,566.25	D
Northwest Bancshares, Inc. Common Stock	06/14/2018		M		3,264	A	\$ 12.37 30,830.25	D

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Inc.
Common
Stock

Northwest
Bancshares,

Inc. 06/14/2018 M 3,510 A \$ 12.44 34,340.25 D

Common
Stock

Northwest
Bancshares,

Inc. 06/14/2018 S 10,088 D \$ 17.524 24,252.25 D

Common
Stock

Northwest
Bancshares,

Inc. 36,007.55 ⁽²⁾ I 401-K

Common
Stock

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 12.32	06/14/2018		M	2,400	05/18/2011 05/18/2021	Common Stock	2,400
Stock Options (Right to Buy)	\$ 11.49	06/14/2018		M	914	01/20/2011 01/20/2020	Common Stock	914

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Stock Options (Right to Buy)	\$ 12.37	06/14/2018	M	3,264	05/20/2015	05/20/2025	Common Stock	3,264
Stock Options (Right to Buy)	\$ 12.44	06/14/2018	M	3,510	05/15/2013	05/15/2023	Common Stock	3,510

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scalise Jonathan P 100 LIBERTY STREET WARREN, PA 16365			EVP- Business Development	

Signatures

/s/ Jonathan P.
Scalise

06/15/2018

**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) Average price of 14 lots with a high of \$17.555 and a low of \$17.50.
- (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. 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.