

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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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 *
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 ⁽¹⁾	28,621		D	
Northwest Bancshares, Inc.						22,887.481 ⁽²⁾	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

(Right to Buy)									
Stock Options (Right to Buy)	\$ 12.32	03/02/2017	X	8,406	05/18/2012	08/18/2021	Common Stock	22,006	
Stock Options (Right to Buy)	\$ 11.7	03/02/2017	X	2,802	05/23/2012	05/23/2022	Common Stock	8,160	
Stock Options (Right to Buy)	\$ 12.44	03/02/2017	X	2,675	05/15/2013	05/15/2023	Common Stock	8,160	
Stock Options (Right to Buy)	\$ 13.15	03/02/2017	X	2,679	05/21/2014	05/21/2024	Common Stock	8,925	
Stock Options (Right to Buy)	\$ 12.37	03/02/2017	X	2,496	05/20/2015	05/20/2025	Common Stock	12,480	
Stock Options (Right to Buy)	\$ 14.15	03/02/2017	X	1,248	05/18/2016	05/18/2026	Common Stock	12,480	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WESTERBURG DAVID E 100 LIBERTY STREET WARREN, PA 16365			EVP Chief Operations Officer	

Signatures

David E.
Westerburg 03/06/2017

**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 37 lots with a high of \$18.52 and a low of \$18.09.

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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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