

Ritzert Gerald J
Form 4
December 12, 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 *
Ritzert Gerald J

(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)
12/11/2017

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 Finance and Controller

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) or Price (A)		
Northwest Bancshares, Inc.	12/11/2017		X		3,400 A \$ 12.32	50,656.589	D
Northwest Bancshares, Inc.	12/11/2017		X		816 A \$ 11.7	51,472.589	D
Northwest Bancshares, Inc.	12/11/2017		X		816 A \$ 12.44	52,288.589	D
Northwest Bancshares,	12/11/2017		X		816 A \$ 13.15	53,104.589	D

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Inc.									
Northwest Bancshares, Inc.	12/11/2017	X	1,248	A	\$ 12.37	54,352.589	D		
Northwest Bancshares, Inc.	12/11/2017	X	1,248	A	\$ 14.15	55,600.589	D		
Northwest Bancshares, Inc.	12/11/2017	X	1,248	A	\$ 15.57	56,848.589	D		
Northwest Bancshares, Inc.	12/11/2017	S	9,592	D	\$ 16.5672 <u>(1)</u>	47,256.589	D		
Northwest Bancshares, Inc.						678	I		Wife's IRA
Northwest Bancshares, Inc.						20,406.869 <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)	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)	\$ 12.32	12/11/2017		X	3,400	05/18/2011 05/18/2021	Common Stock	3,400
	\$ 11.7	12/11/2017		X	816	05/23/2012 05/23/2022		816

Stock Options (Right to Buy)	Price	Grant Date	Exercise	Quantity	Expiration	Common Stock	Quantity
Stock Options (Right to Buy)	\$ 12.44	12/11/2017	X	816	05/15/2013 05/15/2023	Common Stock	816
Stock Options (Right to Buy)	\$ 13.15	12/11/2017	X	816	05/21/2014 05/21/2024	Common Stock	816
Stock Options (Right to Buy)	\$ 12.37	12/11/2017	X	1,248	05/20/2015 05/20/2025	Common Stock	1,248
Stock Options (Right to Buy)	\$ 14.15	12/11/2017	X	1,248	05/18/2016 05/18/2026	Common Stock	1,248
Stock Options (Right to Buy)	\$ 15.57	12/11/2017	X	1,248	05/17/2017 05/17/2027	Common Stock	1,248
Stock Options (Right to Buy)	\$ 12.12				01/19/2012 01/19/2021	Common Stock	1,285

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ritzert Gerald J 100 LIBERTY STREET WARREN, PA 16365			EVP Finance and Controller	

Signatures

Gerald J. Ritzert 12/12/2017
 **Signature of Date
 Reporting Person

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).

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- (1) Average price of 18 lots with a low price of \$16.52 and a high price of \$16.63.
- (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.