

Northwest Bancshares, Inc.
Form 4
November 15, 2016

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)

11/10/2016

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.	11/10/2016		X		10,125 A \$ 11.12	38,746	D
Northwest Bancshares, Inc.	11/10/2016		X		10,125 A \$ 9.79	48,871	D
Northwest Bancshares, Inc.	11/10/2016		X		7,231 A \$ 11.49	56,102	D
Northwest Bancshares,	11/10/2016		X		6,333 A \$ 12.12	62,435	D

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Inc.								
Northwest Bancshares, Inc.	11/10/2016	X	11,994	A	\$ 12.32	74,429		D
Northwest Bancshares, Inc.	11/10/2016	S	45,808	D	\$ 16.9436 <u>(1)</u>	28,621		D
Northwest Bancshares, Inc.						44,048.996 <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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 11.12	11/10/2016		X	10,125	01/16/2009 01/16/2018	Common Stock	10,125	
Stock Options (Right to Buy)	\$ 9.79	11/10/2016		X	10,125	11/19/2009 11/19/2018	Common Stock	10,125	
Stock Options (Right to Buy)	\$ 11.49	11/10/2016		X	7,231	01/20/2011 01/20/2020	Common Stock	9,000	
Stock Options (Right to Buy)	\$ 12.12	11/10/2016		X	6,333	01/19/2012 01/19/2021	Common Stock	9,000	

Stock										
Options	\$ 12.32	11/10/2016		X	11,994	05/18/2012	08/18/2021	Common		34,000
(Right to Buy)								Stock		

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	11/15/2016
<u> </u> 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 48 lots with a high of \$17.0645 and a low of \$16.84.
- (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.