

Northwest Bancshares, Inc.  
 Form 4  
 May 22, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**WAGNER WILLIAM 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)  
 05/21/2014

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)  
 President & CEO

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount (D) Price  |  |                                   |
| Northwest Bancshares, Inc. Common Stock | 05/21/2014                           | 05/21/2014   | A                              |   | 11,250 (1) A \$ 13.22   | D  |                                   |
| Northwest Bancshares, Inc. Common Stock |                                      |  |                                |   | 170,991.61  | I  | Wife                              |
| Northwest Bancshares, Inc. Common Stock |                                      |  |                                |   | 4,762   | I  | IRA                               |

Edgar Filing: Northwest Bancshares, Inc. - Form 4

|   |  |  |  |                          |   |  |                       |
|---|--|--|--|--------------------------|---|--|-----------------------|
| Inc.<br>Common<br>Stock                             |  |  |  |                          |   |  |                       |
| Northwest<br>Bancshares,<br>Inc.<br>Common<br>Stock |  |  |  | 5,840                    | I |  | Wife's<br>IRA         |
| Northwest<br>Bancshares,<br>Inc.<br>Common<br>Stock |  |  |  | 3,398.94                 | I |  | Trust For<br>Daughter |
| Northwest<br>Bancshares,<br>Inc.<br>Common<br>Stock |  |  |  | 3,406.92                 | I |  | Trust For<br>Son      |
| Northwest<br>Bancshares,<br>Inc.<br>Common<br>Stock |  |  |  | 155,356.66<br><u>(3)</u> | I |  | 401-K                 |
| Northwest<br>Bancshares,<br>Inc.<br>Common<br>Stock |  |  |  | 62,078.56 <u>(4)</u>     | I |  | ESOP                  |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |       |                        |
|---|--|---|---|--------------------------------------|--|--|---|-------|------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title | Amount<br>or<br>Number |

|                |          |            |            |   |            |            |            |        |        |  |
|----------------|----------|------------|------------|---|------------|------------|------------|--------|--------|--|
| Stock          |          |            |            |   |            |            |            |        |        |  |
| Options        | \$ 13.15 | 05/21/2014 | 05/21/2014 | A | 24,000     | 05/21/2014 | 05/21/2024 | Common | 24,000 |  |
| (Right to Buy) |          |            |            |   | <u>(2)</u> |            |            | Stock  |        |  |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| WAGNER WILLIAM J<br>100 LIBERTY STREET<br>WARREN, PA 16365 | X             |           | President & CEO |       |

## Signatures

William J. Wagner  
05/22/2014

           \*\*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) One tenth of this grant of RRP shares will vest each year beginning May 21 2014 and on each May 21st thereafter through May 21, 2023.
- (2) One tenth of this grant of stock options will vest each year beginning May 21, 2014 and on each May 21st thereafter through May 21, 2023
- (3) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (4) 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.