

Northwest Bancshares, Inc.
 Form 4
 November 30, 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 *
 Laws Richard K

(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)
 11/29/2016

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 Legal Counsel

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. Common Stock | 11/29/2016 | | X | | 1,632 A \$ 12.44 | 17,052 | D |
| Northwest Bancshares, Inc. Common Stock | 11/29/2016 | | X | | 2,448 A \$ 13.15 | 19,500 | D |
| Northwest Bancshares, Inc. Common Stock | 11/29/2016 | | X | | 1,632 A \$ 12.37 | 21,132 | D |

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Inc.
Common
Stock

Northwest
Bancshares,
Inc.
Common
Stock

11/29/2016 X 1,248 A \$ 14.15 22,380 D

Northwest
Bancshares,
Inc.
Common
Stock

11/29/2016 S 6,960 D \$ 18.2085 15,420 D
(1)

Northwest
Bancshares,
Inc.
Common
Stock

11/29/2016 S 1,722 D \$ 18.2009 13,698 D
(2)

Northwest
Bancshares,
Inc.
Common
Stock

2,648.592 I 401-k
(3)

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.

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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 | \$ 12.44 | 11/29/2016 | | X | 1,632 | 05/15/2013 05/15/2023 | Common Stock | 4,080 |

Buy)

| | | | | | | | | |
|---------------------------------------|----------|------------|---|-------|------------|------------|-----------------|--------|
| Stock Options (Right to Buy) | \$ 13.15 | 11/29/2016 | X | 2,448 | 05/21/2014 | 05/21/2024 | Common Stock | 8,160 |
| Stock Options (Right to Buy) | \$ 12.37 | 11/29/2016 | X | 1,632 | 05/20/2015 | 05/20/2025 | Common Stock | 8,160 |
| Stock Options (Right to Buy) | \$ 14.15 | 11/29/2016 | 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 |
| Laws Richard K 100 LIBERTY STREET WARREN, PA 16365 | | | EVP Chief Legal Counsel | |

Signatures

Richard K.
Laws 11/30/2016

__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).
- (1) Average price of 47 lots with a high of \$18.225 and a low of \$18.20.
- (2) Average price of 9 lots with a high of \$18.21 and a low of \$18.20.
- (3) 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.