Northwest Bancshares, Inc.

Form 4 May 20, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

**OMB APPROVAL** OMB 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

Symbol

See Instruction

1(b).

(Print or Type Responses)

Scalise Jonathan P

1. Name and Address of Reporting Person \*

|  |  | Northwes  | Northwest Bancshares, Inc. [NWBI]                    |                                |                              |   | (Check all applicable)   |  |   |  |
|--|--|---|--|--------------------------------|------------------------------|---|--|--|---|--|
| (Last) 100 LIBERTY                               | (Month/Day   |   |  |                                |                              | Director 10% Owner Other (specify below) EVP Business Development |  |  |   |  |
| WARREN, P.                                       | (Street) A 16365   |   | 4. If Amendment, Date Original Filed(Month/Day/Year) |                                |                              |   | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |   |  |
| (City)   | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |  |                                |                              |   |  |  |   |  |
| 1.Title of<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year)  | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | Code (Instr. 8)                                      | 4. Securion(A) or D (Instr. 3, | ispose<br>4 and<br>(A)<br>or | d of (D)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)                             | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Northwest<br>Bancshares,<br>Inc. Common<br>Stock | 05/18/2016   | 05/18/2016  | A  | 3,830<br>(1)                   | A                            | \$<br>14.51   | 22,912   | D  |   |  |
| Northwest<br>Bancshares,<br>Inc. Common<br>Stock |  |   |  |                                |                              |   | 25,709.677<br>(2)  | I  | 401-K   |  |
| Northwest<br>Bancshares,<br>Inc. Common<br>Stock |  |   |  |                                |                              |   | 5,496.913 (3)  | I  | ESOP  |  |

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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.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) |            | 4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) |                               | 6. Date Exercis<br>Expiration Dat<br>(Month/Day/Y | e                  | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  | 8<br>S<br>(1 |
|---|---|---|------------|--|-------------------------------|---|--------------------|---|--|--------------|
|   |   |   |            | Code V   | (Instr. 3, 4, and 5)  (A) (D) | Date<br>Exercisable                               | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |              |
| Stock Options (Right to Buy)                        | \$ 14.15  | 05/18/2016                              | 05/18/2016 | A  | 8,160<br>(4)                  | 05/18/2016  | 05/18/2026         | Common<br>Stock   | 8,160                                  |              |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Scalise Jonathan P 100 LIBERTY STREET

**WARREN, PA 16365** 

**EVP Business Development** 

## **Signatures**

Jonathan P. Scalise 05/20/2016

\*\*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) One tenth of this grant of RRP shares will vest each year beginning May 18, 2016 and on each May 18th thereafter through May 18, 2025.
- (2) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (3) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

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One tenth of this grant of stock options will vest each year beginning May 18, 2016 and on each May 18th thereafter through May 18, 2025

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