

Northwest Bancshares, Inc.
Form 4
August 05, 2013

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)
08/01/2013

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. | 08/01/2013 | 08/01/2013 | M | | 24,750 A \$ 7.37 | 227,301.56 | D |
| Northwest Bancshares, Inc. | 08/17/2012 | 08/17/2012 | F | | 13,039 (1) D \$ 13.99 | 214,262.56 | D |
| Northwest Bancshares, Inc. | | | | | | 170,991.61 | I Wife |
| Northwest Bancshares, | | | | | | 4,762 | I IRA |

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| | | | | | | | |
|----------------------------|--|--|--|-------------------|---|--------------------|--|
| Inc. | | | | | | | |
| Northwest Bancshares, Inc. | | | | 5,840 | D | | |
| Northwest Bancshares, Inc. | | | | 3,398.94 | I | Trust For Daughter | |
| Northwest Bancshares, Inc. | | | | 3,406.92 | I | Trust For Son | |
| Northwest Bancshares, Inc. | | | | 127,332.94 (2) | I | 401-K | |
| Northwest Bancshares, Inc. | | | | 54,746.62 (3) | 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 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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|---|----------------------------|
| | | | | Code | V | (A) | (D) | Title | |
| Stock Options (Right to Buy) | \$ 7.37 | 08/01/2013 | 08/01/2013 | M | | | 24,750 | 08/20/2003 08/20/2013 | Northwest Bancshares, Inc. |
| Stock Options (Right to Buy) | \$ 13.99 | 08/01/2013 | 08/01/2013 | A | | | 13,039 | 08/01/2013 08/20/2013 | Northwest Bancshares, Inc. |

Reporting Owners

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

Signatures

William J.
Wagner

08/06/2012

 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) Constructively exchanged 13,039 shares in order to exercise 24,750 stock options. Stock in the amount of 11,711 was issued.
- (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.

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.