

Northwest Bancshares, Inc.
 Form 5
 January 18, 2017

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2015
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 McTavish Julia W

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

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 Human Resources

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	51,803.794	D	Â
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	0 ⁽¹⁾	I	Custodian For Daughter
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	29,447.592 ₍₂₎	I	401-K

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

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SEC 2270
(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)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Option Plan (Right to Buy)	\$ 7.48	Â	Â	Â	Â	Â	02/18/2010	02/18/2019	Northwest Bancshares, Inc.	9,810
Option Plan (Right to Buy)	\$ 11.49	Â	Â	Â	Â	Â	01/20/2011	01/20/2020	Northwest Bancshares, Inc.	9,000
Option Plan (Right to Buy)	\$ 12.12	Â	Â	Â	Â	Â	01/19/2012	01/19/2021	Northwest Bancshares, Inc.	9,000
Option Plan (Right to Buy)	\$ 12.32	Â	Â	Â	Â	Â	05/18/2012	05/18/2021	Northwest Bancshares, Inc.	47,000
Option Plan (Right to Buy)	\$ 11.7	Â	Â	Â	Â	Â	05/23/2013	05/23/2022	Northwest Bancshares, Inc.	12,480
Option Plan (Right to Buy)	\$ 12.44	Â	Â	Â	Â	Â	05/15/2014	05/15/2023	Northwest Bancshares, Inc.	12,480
Option Plan (Right to Buy)	\$ 13.15	Â	Â	Â	Â	Â	05/21/2014	05/21/2024	Northwest Bancshares, Inc.	12,480

Option Plan (Right to Buy)	\$ 12.37	^	^	^	^	^	05/20/2015	05/20/2025	Northwest Bancshares, Inc.	12,480
Option Plan (Right to Buy)	\$ 14.15	^	^	^	^	^	05/18/2016	05/18/2026	Northwest Bancshares, Inc.	12,480

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McTavish Julia W 100 LIBERTY STREET WARREN, PA 16365	^	^	^	EVP Human Resources ^

Signatures

Julia W.
McTavish

01/18/2017

**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) Ownership reflects minor child reaching age of majority and no longer living in reporting person's household.
- (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 provided 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.