

LARocca GREGORY C

Form 4/A

January 29, 2010

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LARocca GREGORY C

(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)

01/20/2010

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
01/22/2010

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

Exec. V.P., Invest/Trust Serv.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Northwest<br>Bancshares,<br>Inc.      |   |   |                                      |  | 133,926.38   | D  |   |
| Northwest<br>Bancshares,<br>Inc.      |   |   |                                      |  | 7,929  | I  | IRA   |
| Northwest<br>Bancshares,<br>Inc.      |   |   |                                      |  | 5,976  | I  | Wife's<br>IRA   |
| Northwest<br>Bancshares,              |   |   |                                      |  | 63,162.083   | I  | 401-K   |

Inc.

Northwest  
Bancshares,  
Inc.

28,267.8614 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.<br>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.<br>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) | Amount<br>or<br>Number<br>of Shares |       |
|---|---|---|---|---|--|--|---|-------------------------------------|-------|
|   |   |   |   | Code                                    | V  | (A)  | (D)   | Title                               |       |
| Option<br>Plan<br>(Right to<br>Buy)                 | \$ 4.35   |   |   |   |  | 10/18/2001   | 10/17/2011  | Northwest<br>Bancshares,<br>Inc.    | 9,675 |
| Option<br>Plan<br>(Right to<br>Buy)                 | \$ 5.91   |   |   |   |  | 08/21/2002   | 08/21/2012  | Northwest<br>Bancshares,<br>Inc.    | 11,47 |
| Option<br>Plan<br>(Right to<br>Buy)                 | \$ 7.37   |   |   |   |  | 08/20/2003   | 08/20/2013  | Northwest<br>Bancshares,<br>Inc.    | 11,47 |
| Option<br>Plan<br>(Right to<br>Buy)                 | \$ 11.33  |   |   |   |  | 12/15/2004   | 12/15/2014  | Northwest<br>Bancshares,<br>Inc.    | 11,47 |
| Option<br>Plan<br>(Right to<br>Buy)                 | \$ 10.19  |   |   |   |  | 01/19/2006   | 01/19/2015  | Northwest<br>Bancshares,<br>Inc.    | 10,12 |
| Option<br>Plan                                      | \$ 9.86   |   |   |   |  | 01/18/2007   | 01/18/2016  | Northwest<br>Bancshares,            | 10,12 |

|                            |          |            |            |   |                       |            |            |                            |       |  |
|----------------------------|----------|------------|------------|---|-----------------------|------------|------------|----------------------------|-------|--|
| (Right to Buy)             |          |            |            |   |                       |            |            |                            | Inc.  |  |
| Option Plan (Right to Buy) | \$ 11.51 |            |            |   |                       | 01/17/2008 | 01/17/2017 | Northwest Bancshares, Inc. | 12,93 |  |
| Option Plan (Right to Buy) | \$ 11.12 |            |            |   |                       | 01/16/2009 | 01/16/2018 | Northwest Bancshares, Inc. | 12,93 |  |
| Option Plan (Right to Buy) | \$ 9.79  |            |            |   |                       | 11/19/2009 | 11/19/2018 | Northwest Bancshares, Inc. | 12,93 |  |
| Option Plan (Right to Buy) | \$ 7.48  |            |            |   |                       | 02/18/2010 | 02/18/2020 | Northwest Bancshares, Inc. | 12,93 |  |
| Option Plan (Right to Buy) | \$ 11.49 | 01/20/2010 | 01/20/2010 | A | 13,000 <sup>(1)</sup> | 01/20/2011 | 01/20/2020 | Northwest Bancshares, Inc. | 13,00 |  |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| LARocca GREGORY C<br>100 LIBERTY STREET<br>WARREN, PA 16365 |               |           | Exec. V.P., Invest/Trust Serv. |       |

## Signatures

Gregory C. LaRocca  
01/29/2010  
\_\_\_\_\_  
\*\*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 seventh of this grant will vest each year beginning January 20, 2011 and on January 20th of each year thereafter through January 20, 2017.

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.