WAGNER WILLIAM J
Form 4/A
August 21, 2018

FORM 4

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

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

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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).

(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)
08/03/2018

4. If Amendment, Date Original Filed(Month/Day/Year)
08/07/2018

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Chairman

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 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	(A) or (D)	Price			
Northwest Bancshares, Inc. Common Stock	08/03/2018		I		22,843.667	D	$ 17.8871	0 (1)	I	401-K
Northwest Bancshares, Inc. Common Stock	08/03/2018		M		9,204	A	$ 7.48	272,671.56	D	
Northwest Bancshares,	08/03/2018		M		11,884	A	$ 9.79	284,555.56	D	

Inc. Common Stock								
Northwest Bancshares, Inc. Common Stock	08/03/2018	F	10,329 (4)	D	$ 17.93	274,226.56	D	
Northwest Bancshares, Inc. Common Stock	08/06/2018	S	25,108	D	$ 17.8371 (2)	249,118.56	D	
Northwest Bancshares, Inc. Common Stock	08/06/2018	S	10,625	D	$ 17.8078 (3)	238,493.56	D	
Northwest Bancshares, Inc. Common Stock						170,991.61	I	Wife
Northwest Bancshares, Inc. Common Stock						4,762	I	IRA
Northwest Bancshares, Inc. Common Stock						5,840	I	Wife's IRA
Northwest Bancshares, Inc. Common Stock						3,406.92	I	Trust For Son

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	$ 7.48	08/03/2018		M			9,204	02/18/2010	02/18/2019	Common Stock	9,204
Stock Options (Right to Buy)	$ 9.79	08/03/2018		M			11,884	11/19/2009	11/19/2018	Common Stock	11,884

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAGNER WILLIAM J 100 LIBERTY STREET WARREN, PA 16365	X		Executive Chairman	

Signatures

William J. Wagner	08/21/2018
**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) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

(2) Average price of 14 lots with a high of $17.87 and a low of $17.77.

(3) Average price of 10 lots with a high of $17.835 and a low of $17.80.

(4) Number of shares to cover option cost decreased as insider paid the taxes in cash instead of with shares.

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