

Northwest Bancshares, Inc.
Form 4
July 26, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARVEY WILLIAM 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. Date of Earliest Transaction
(Month/Day/Year)

07/24/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Exec V.P., Finance & CFO

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)
Northwest Bancshares, Inc.	07/24/2013	07/24/2013	M	6,670 A	\$ 12.68 104,338	D	
Northwest Bancshares, Inc.	07/24/2013	07/24/2013	M	11,475 A	\$ 11.33 115,813	D	
Northwest Bancshares, Inc.	07/24/2013	07/24/2013	F	15,124 (1) D	\$ 14.19 100,689	D	
Northwest Bancshares,					686	I	IRA

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Inc.				
Northwest Bancshares, Inc.	686	I		Wife's IRA
Northwest Bancshares, Inc.	8,410.3 ⁽²⁾	I		401-K
Northwest Bancshares, Inc.	12,075.24 ⁽³⁾	I		ESOP

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Options (Right to Buy)	\$ 12.68	07/24/2013	07/24/2013	M	6,670	02/20/2013 08/20/2013	Northwest Bancshares, Inc.
Stock Options (Right to Buy)	\$ 11.33	07/24/2013	07/24/2013	M	11,475	12/15/2004 12/15/2014	Northwest Bancshares, Inc.
Stock Options (Right to Buy)	\$ 14.19	07/24/2013	07/24/2013	A	9,163	07/24/2013 12/15/2014	Northwest Bancshares, Inc.

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HARVEY WILLIAM W
100 LIBERTY STREET
WARREN, PA 16365

Exec V.P., Finance & CFO

Signatures

William W.
Harvey, Jr.

07/26/2013

 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 15,124 shares in order to exercise 18,145 stock options. The number of shares issued was 3,021.

(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.

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