

Northwest Bancshares, Inc.  
Form 4  
February 16, 2017

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ritzert Gerald 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)

02/15/2017

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 \_\_\_\_ Other (specify  
below) below)

EVP Finance and Controller

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.	02/15/2017		X	1,285 A \$ 11.49	142,691.411	D	
Northwest Bancshares, Inc.	02/15/2017		X	7,715 A \$ 12.12	150,406.411	D	
Northwest Bancshares, Inc.	02/15/2017		X	20,400 A \$ 12.32	170,806.411	D	
Northwest Bancshares,	02/15/2017		X	4,080 A \$ 11.7	174,886.411	D	

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Inc.

Northwest Bancshares, Inc.	02/15/2017	X	3,264	A	\$ 12.44	178,150.411	D
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Northwest Bancshares, Inc.	02/15/2017	X	2,448	A	\$ 13.15	180,598.411	D
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Northwest Bancshares, Inc.	02/15/2017	X	2,496	A	\$ 12.37	183,094.411	D
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Northwest Bancshares, Inc.	02/15/2017	X	1,248	A	\$ 14.15	184,342.411	D
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Northwest Bancshares, Inc.	02/15/2017	S	42,936	D	\$ <u>(1)</u> 17.6412	141,406.411	D
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Northwest Bancshares, Inc.						678	I	Wife's IRA
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Northwest Bancshares, Inc.						19,265.741 <u>(2)</u>	I	401-K
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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 11.49	02/15/2017		X	1,285	01/20/2011 01/20/2020	Common Stock 1,285

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Stock Options (Right to Buy)	\$ 12.12	02/15/2017	X	7,715	01/19/2012	01/19/2021	Common stock	9,000
Stock Options (Right to Buy)	\$ 12.32	02/15/2017	X	20,400	05/18/2011	05/18/2021	Common Stock	20,400
Stock Options (Right to Buy)	\$ 11.7	02/15/2017	X	4,080	05/23/2012	05/23/2022	Common Stock	4,080
Stock Options (Right to Buy)	\$ 12.44	02/15/2017	X	3,264	05/15/2013	05/15/2023	Common Stock	3,264
Stock Options (Right to Buy)	\$ 13.15	02/15/2017	X	2,448	05/21/2014	05/21/2024	Common Stock	2,448
Stock Options (Right to Buy)	\$ 12.37	02/15/2017	X	2,496	05/20/2015	05/20/2025	Common Stock	2,496
Stock Options (Right to Buy)	\$ 14.15	02/15/2017	X	1,248	05/18/2016	05/18/2026	Common Stock	1,248

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ritzert Gerald J 100 LIBERTY STREET WARREN, PA 16365			EVP Finance and Controller	

## Signatures

Gerald J. Ritzert                      02/16/2017

\_\_\_\_\_  
\*\*Signature of                      Date  
Reporting Person

## 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).

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- (1) Average price of 21 lots with a low price of \$17.59 and a high price of \$17.675.
- (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 is insufficient, *see* Instruction 6 for procedure.

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