

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

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 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.	^	^	^	^	^	^	51,803.794	D	^
Northwest Bancshares, Inc.	^	^	^	^	^	^	0 ⁽¹⁾	I	Custodian For Daughter
Northwest Bancshares, Inc.	^	^	^	^	^	^	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

