

Northwest Bancshares, Inc.  
 Form 4  
 April 24, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol  
 Northwest Bancshares, Inc. [NWBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)

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

100 LIBERTY STREET

04/23/2014

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

WARREN, PA 16365

(City) (State) (Zip)

**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.      | 04/23/2014                           | 04/23/2014   | X                              | 11,475 A  | \$ 11.33 215,726.13   | D  |   |
| Northwest Bancshares, Inc.      | 04/23/2014                           | 04/23/2014   | X                              | 10,125 A  | \$ 10.19 225,851.13   | D  |   |
| Northwest Bancshares, inc.      |                                      |  |                                |   | 7,929   | I  | IRA   |
| Northwest Bancshares,           |                                      |  |                                |   | 5,976   | I  | Wife's IRA  |

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|                            |                           |   |       |
|----------------------------|---------------------------|---|-------|
| Inc.                       |                           |   |       |
| Northwest Bancshares, Inc. | 84,769.318<br><u>(1)</u>  | I | 401-K |
| Northwest Bancshares, Inc. | 35,831.5916<br><u>(2)</u> | I | ESOP  |

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

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(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)               | \$ 11.33   | 04/23/2014                           | 04/23/2014   | X                              | 11,475  | 12/15/2004 12/15/2014                                    | Northwest Bancshares, Inc. 14,475                             |
| Stock Options (Right to Buy)               | \$ 10.19   | 04/23/2014                           | 04/23/2014   | X                              | 10,125  | 01/19/2006 01/19/2015                                    | Northwest Bancshares, Inc. 10,125                             |
| Stock Options (Right to Buy)               | \$ 9.86  |                                      |  |                                |   | 01/18/2007 01/18/2016                                    | Northwest Bancshares, Inc. 10,125                             |
| Stock Options (Right to Buy)               | \$ 11.51   |                                      |  |                                |   | 01/17/2008 01/17/2017                                    | Northwest Bancshares, Inc. 12,930                             |
| Stock Options (Right to Buy)               | \$ 11.12   |                                      |  |                                |   | 01/16/2009 01/16/2018                                    | Northwest Bancshares, Inc. 12,930                             |

Buy)

|                              |          |            |            |                            |       |
|------------------------------|----------|------------|------------|----------------------------|-------|
| Stock Options (Right to Buy) | \$ 9.79  | 11/19/2009 | 11/19/2018 | Northwest Bancshares, Inc. | 12,93 |
| Stock Options (Right to Buy) | \$ 7.48  | 02/18/2010 | 02/18/2019 | Northwest Bancshares, Inc. | 12,93 |
| Stock Options (Right to Buy) | \$ 11.49 | 01/20/2011 | 01/20/2020 | Northwest Bancshares, Inc. | 13,00 |
| Stock Options (Right to Buy) | \$ 12.12 | 01/19/2012 | 01/19/2021 | Northwest Bancshares, Inc. | 13,00 |
| Stock Options (Right to Buy) | \$ 12.32 | 05/18/2012 | 05/18/2021 | Northwest Bancshares, Inc. | 52,00 |
| Stock Options (Right to Buy) | \$ 11.7  | 05/23/2013 | 05/23/2022 | Northwest Bancshares, Inc. | 12,48 |
| Stock Options (Right to Buy) | \$ 12.44 | 05/15/2014 | 05/15/2023 | Northwest Bancshares, Inc. | 12,48 |

## 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 04/24/2014

\*\*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) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

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