

Northwest Bancshares, Inc.
 Form 4
 April 25, 2014

FORM 4

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

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).

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 *
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)
 04/23/2014

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)
 President & CEO

6. Individual or Joint/Group Filing(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)	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 (D) Price		
Northwest Bancshares, Inc.	04/23/2014	04/23/2014	M		24,749 A \$ 11.33	239,011.56	D
Northwest Bancshares, Inc.	04/23/2014	04/23/2014	M		21,374 A \$ 10.19	260,385.56	D
Northwest Bancshares, Inc.	04/23/2014	04/23/2014	F		34,054 (1) D \$ 14.63	226,331.56	D
Northwest Bancshares,						170,991.61	I Wife

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Inc.							
Northwest Bancshares, Inc.		4,762	I				IRA
Northwest Bancshares, Inc.		5,840	I				Wife's IRA
Northwest Bancshares, Inc.		3,398.94	I				Trust For Daughter
Northwest Bancshares, Inc.		3,406.92	I				Trust For Son
Northwest Bancshares, Inc.		132,458.57 <u>(2)</u>	I				401-K
Northwest Bancshares, Inc.		57,172.65 ⁽³⁾	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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Options (Right to Buy)	\$ 11.33	04/23/2014	04/23/2014	M	24,750	08/20/2003	08/20/2013	Common Stock	24,750
Stock Options (Right to Buy)	\$ 10.19	04/23/2014	04/23/2014	M	21,374	01/19/2006	01/19/2015	Common Stock	21,374
	\$ 14.63	04/23/2014	04/23/2014	A	19,166	04/24/2014	12/15/2014		19,166

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Stock Options (Right to Buy)					Common Stock	
Stock Options (Right to Buy)	\$ 9.86		01/18/2007	01/18/2016	Common Stock	21,
Stock Options (Right to Buy)	\$ 11.51		01/17/2008	01/17/2017	Common Stock	21,
Stock Options (Right to Buy)	\$ 11.12		01/16/2009	01/16/2018	Common Stock	21,
Stock Options (Right to Buy)	\$ 9.79		11/19/2009	11/19/2018	Common Stock	21,
Stock Options (Right to Buy)	\$ 7.48		02/18/2010	02/18/2019	Common Stock	21,
Stock Options (Right to Buy)	\$ 11.49		01/20/2011	01/20/2020	Common Stock	19,
Stock Options (Right to Buy)	\$ 12.12		01/19/2012	01/19/2021	Common Stock	19,
Stock Options (Right to Buy)	\$ 12.32		05/18/2012	05/18/2021	Common Stock	100
Stock Options (Right to Buy)	\$ 11.7		05/23/2013	05/23/2022	Common Stock	24,
Stock Options (Right to Buy)	\$ 12.44		05/15/2014	05/15/2023	Common Stock	24,

Reporting Owners

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

Signatures

William J.
Wagner

04/25/2014

__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) Constructively exchanged 34,054 shares in order to exercise 46,123 stock options. Stock in the amount of 12,069 was issued.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.