Northwest Bancshares, Inc.

Form 5

January 18, 2017

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per OWNERSHIP OF SECURITIES 5 obligations response... 1.0 may continue.

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Transactions

McTavish Julia W

1. Name and Address of Reporting Person *

Form 4 Reported

Symbol

	· ·	Northwe	Northwest Bancshares, Inc. [NWBI]					(Chack all applicable)			
(Last) 100 LIBERT		(Month/D	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2016					(Check all applicable) Director 10% Owner _X Officer (give title Other (specify below) EVP Human Resources			
(Street) 4. If Amendment, Date Original					6	6. Individual or Joint/Group Reporting					
		Filed(Mon	Filed(Month/Day/Year)					(check applicable line)			
WARREN,Â	PAÂ 16365					_	X_ Form Filed by (Form Filed by M erson				
(City)	City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code	4. Securi Acquired Disposed (Instr. 3,	d (A) of (D) 4 and (A) or))	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.	Â	Â	Â	Â	Â	Â	51,803.794	D	Â		
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	0 (1)	I	Custodian For Daughter		
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	29,447.592 (2)	I	401-K		

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 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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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

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Option Plan (Right to Buy)	\$ 12.37	Â	Â	Â	Â	Â	05/20/2015	05/20/2025	Northwest Bancshares, Inc.	12,480
Option Plan (Right tto Buy)	\$ 14.15	Â	Â	Â	Â	Â	05/18/2016	05/18/2026	Northwest Bancshares, Inc.	12,480

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director 10% Owner		Officer	Other			
McTavish Julia W 100 LIBERTY STREET WARREN, PA 16365	Â	Â	EVP Human Resources	Â			

Signatures

Julia W.
McTavish

**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) Ownership reflects minor child reaching age of majority and no longer living in reporting person's household.
- (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 provided 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.

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