

Northwest Bancshares, Inc.  
Form 11-K  
June 29, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 11-K**

- þ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**
- For the fiscal year ended December 31, 2009  
OR**
- o **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 001-34582**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**Northwest Retirement Savings Plan  
100 Liberty Street  
Warren, Pennsylvania 16365**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**Northwest Bancshares, Inc.  
100 Liberty Street  
Warren, Pennsylvania 16365**

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SIGNATURES

EX-23

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**FINANCIAL STATEMENTS AND EXHIBITS**

The following financial statements and exhibits are filed as part of this annual report:

- Exhibit 23 Consent of Independent Registered Public Accounting Firm.
- Exhibit 99 Financial Statements as of and for the years ended December 31, 2009 and 2008 and Supplemental Schedule as of December 31, 2009 for the Northwest Retirement Savings Plan.

**SIGNATURES**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**NORTHWEST RETIREMENT SAVINGS PLAN**

Date: June 29, 2010

By: /s/ Julia W. McTavish  
 Julia W. McTavish  
 Senior Vice President, Plan  
 Administrator

th="27%" valign="top" rowspan="2">6. Ownership Form: Direct (D) or Indirect (I)  
 (Instr. 4)7. Nature of Indirect Beneficial Ownership  
 (Instr. 4)CodeVAmount(A) or (D)Price Common Stock05/15/2012 A 4,284.5755 A \$ 0 12,308.7465 D

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)	8. Pr Deriv Secur (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Phantom Stock	\$ 0	<u>(1)</u>	<u>(1)</u>	Common Stock	50,373.223
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOO CAROLYN Y 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272		X		

## Signatures

Gary W. Pottorff, attorney-in-fact for Carolyn Y.  
Woo

05/16/2012

        \*\*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) The reported phantom stock units were acquired under the NiSource Inc. 2010 Omnibus Incentive Plan and are to be settled upon the reporting person's retirement or other termination of service.

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.