

Northwest Bancshares, Inc.
 Form 5
 January 29, 2016

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 *
WAGNER WILLIAM J

 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

100 LIBERTY STREET

 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

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

6. Individual or Joint/Group Reporting

 (check applicable line)

WARREN, PA 16365

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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) | (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Northwest Bancshares, Inc. | ^ | ^ | ^ | ^ | ^ | ^ | 254,978.56 | D | ^ |
| Northwest Bancshares, Inc. | ^ | ^ | ^ | ^ | ^ | ^ | 170,991.61 | I | Wife |
| Northwest Bancshares, Inc. | ^ | ^ | ^ | ^ | ^ | ^ | 4,762 | I | IRA |

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| | | | | | | | | | |
|----------------------------|---|---|---|---|---|---|------------------|---|-----------------------|
| Northwest Bancshares, Inc. | Â | Â | Â | Â | Â | Â | 5,840 | I | Wife's IRA |
| Northwest Bancshares, Inc. | Â | Â | Â | Â | Â | Â | 0 ⁽¹⁾ | I | By Trust for Daughter |
| Northwest Bancshares, Inc. | Â | Â | Â | Â | Â | Â | 3,406.92 | I | By Trust for Son |
| Northwest Bancshares, Inc. | Â | Â | Â | Â | Â | Â | 197,282.15 | I | By 401-K |
| Northwest Bancshares, Inc. | Â | Â | Â | Â | Â | Â | 37,217.94 | I | By 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option Plan (Right to Buy) | \$ 11.51 | Â | Â | Â | Â | Â | 01/17/2008 | 01/17/2017 | Northwest Bancshares, Inc. | 21,374 |
| Option Plan (Right to Buy) | \$ 11.12 | Â | Â | Â | Â | Â | 01/16/2008 | 01/16/2018 | Northwest Bancshares, Inc. | 21,375 |
| Option Plan (Right to Buy) | \$ 9.79 | Â | Â | Â | Â | Â | 11/19/2009 | 11/19/2018 | Northwest Bancshares, Inc. | 21,374 |

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| | | | | | | | | | | |
|----------------------------|----------|--|--|--|--|--|------------|------------|----------------------------|---------|
| Option Plan (Right to Buy) | \$ 7.48 | | | | | | 02/18/2010 | 02/18/2019 | Northwest Bancshares, Inc. | 21,374 |
| Option Plan (Right to Buy) | \$ 11.49 | | | | | | 01/20/2011 | 01/20/2020 | Northwest Bancshares, Inc. | 19,000 |
| Option Plan (Right to Buy) | \$ 12.12 | | | | | | 01/19/2012 | 01/19/2021 | Northwest Bancshares, Inc. | 19,000 |
| Option Plan (Right to Buy) | \$ 12.32 | | | | | | 05/18/2012 | 05/18/2021 | Northwest Bancshares, Inc. | 100,000 |
| Option Plan (Right to Buy) | \$ 11.7 | | | | | | 05/23/2013 | 05/23/2022 | Northwest Bancshares, Inc. | 24,000 |
| Option Plan (Right to Buy) | \$ 12.44 | | | | | | 05/15/2014 | 05/15/2023 | Northwest Bancshares, Inc. | 24,000 |
| Option Plan (Right to Buy) | \$ 13.15 | | | | | | 05/21/2014 | 05/21/2024 | Northwest Bancshares, Inc. | 24,000 |
| Option Plan (Right to Buy) | \$ 12.37 | | | | | | 05/20/2015 | 05/20/2025 | Northwest Bancshares, Inc. | 24,000 |

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
01/29/2016
Date

Signature of
Reporting Person

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.

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.