

WESTERBURG DAVID E

Form 4

June 18, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WESTERBURG DAVID E

(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)

06/14/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP-Chief Operations Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Northwest Bancshares, Inc. Common Stock	06/14/2018		M	6,800	A \$ 12.32	47,121	D
Northwest Bancshares, Inc. Common Stock	06/14/2018		M	2,910	A \$ 11.7	50,031	D
Northwest Bancshares,	06/14/2018		M	2,570	A \$ 12.12	52,601	D

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Inc.
Common
Stock

Northwest
Bancshares,

Inc. 06/14/2018 M 2,221 A \$ 12.44 54,822 D

Common
Stock

Northwest
Bancshares,

Inc. 06/14/2018 M 1,501 A \$ 13.15 56,323 D

Common
Stock

Northwest
Bancshares,

Inc. 06/14/2018 M 1,285 A \$ 11.49 57,608 D

Common
Stock

Northwest
Bancshares,

Inc. 06/14/2018 M 891 A \$ 12.37 58,499 D

Common
Stock

Northwest
Bancshares,

Inc. 06/14/2018 S 18,178 D \$ 17.5287 40,321 D
(1)

Common
Stock

Northwest
Bancshares,

Inc. 26,292.161 I 401-K
(2)

Common
Stock

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I
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Security				Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)				
Stock Options (Right to Buy)	\$ 12.32	06/14/2018	M		6,800	05/18/2011	05/18/2021	Common Stock	6,800
Stock Options (Right to Buy)	\$ 11.7	06/14/2018	M		2,910	05/23/2012	05/23/2022	Common Stock	2,910
Stock Options (Right to Buy)	\$ 12.12	06/14/2018	M		2,570	01/19/2012	01/19/2021	Common Stock	2,570
Stock Options (Right to Buy)	\$ 12.44	06/14/2018	M		2,221	05/15/2013	05/15/2023	Common Stock	2,221
Stock Options (Right to Buy)	\$ 13.15	06/14/2018	M		1,051	05/21/2014	05/21/2024	Common Stock	1,501
Stock Options (Right to Buy)	\$ 11.49	06/14/2018	M		1,285	01/20/2011	01/20/2020	Common Stock	1,285
Stock Options (Right to Buy)	\$ 12.37	06/14/2018	M		891	05/20/2015	05/20/2025	Common Stock	891

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WESTERBURG DAVID E 100 LIBERTY STREET WARREN, PA 16365			EVP-Chief Operations Officer	

Signatures

/s/ David E.
Westerburg

06/18/2018

__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) Average price of 21 lots with a high of \$17.575 and a low of \$17.48.

(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 is insufficient, *see* Instruction 6 for procedure.

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