

HUBER TIMOTHY A  
Form 5  
February 11, 2011

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
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 \*  
HUBER TIMOTHY A

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2010

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)  
Exec. V.P., Commercial Lending

6. Individual or Joint/Group Reporting

(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)	(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 Indirect Beneficial Ownership (Instr. 4)
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	176,295.426 <sub>(1)</sub>	D	Â
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	19,739.833 <sub>(2)</sub>	I	IRA
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	6,652.827 <sub>(3)</sub>	I	Wife's IRA

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Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	1,252.563 <sup>(4)</sup>	I	Son
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	46,658.521 <sup>(5)</sup>	I	401-K
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	23,404.748 <sup>(6)</sup>	I	ESOP

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

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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)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Option Plan (Right to Buy)	\$ 4.35	Â	Â	Â	Â	Â	10/18/2001	10/17/2011	Northwest Bancshares, Inc.	3,870
Option Plan (Right to Buy)	\$ 5.91	Â	Â	Â	Â	Â	08/21/2002	08/21/2012	Northwest Bancshares, Inc.	6,885
Option Plan (Right to Buy)	\$ 7.37	Â	Â	Â	Â	Â	08/20/2003	08/20/2013	Northwest Bancshares, Inc.	9,180
Option Plan (Right to Buy)	\$ 11.33	Â	Â	Â	Â	Â	12/15/2004	12/15/2014	Northwest Bancshares, Inc.	11,475
Option	\$ 10.19	Â	Â	Â	Â	Â	01/19/2006	01/19/2015	Northwest	10,125

Plan (Right to Buy)										Bancshares, Inc.	
Option Plan (Right to Buy)	\$ 9.86	Â	Â	Â	Â	Â	01/18/2007	01/18/2016		Northwest Bancshares, Inc.	10,12
Option Plan (Right to Buy)	\$ 11.51	Â	Â	Â	Â	Â	01/17/2008	01/17/2017		Northwest Bancshares, Inc.	10,12
Option Plan (Right to Buy)	\$ 11.12	Â	Â	Â	Â	Â	01/16/2009	01/16/2018		Northwest Bancshares, Inc.	10,12
Option Plan (Right to Buy)	\$ 9.79	Â	Â	Â	Â	Â	11/19/2009	11/19/2018		Northwest Bancshares, Inc.	10,12
Option Plan (Right to Buy)	\$ 7.48	Â	Â	Â	Â	Â	02/18/2010	02/18/2019		Northwest Bancshares, Inc.	10,12
Option Plan (Right to Buy)	\$ 11.49	Â	Â	Â	Â	Â	01/20/2011	01/20/2020		Northwest Bancshares, Inc.	13,00

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUBER TIMOTHY A 100 LIBERTY STREET WARREN, PA 16365	Â	Â	Â	Exec. V.P., Commercial Lending

## Signatures

Timothy A. Huber  
 Date: 02/11/2011  
 \*\*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).

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- (1) Includes 4,536.766 shares acquired through dividend reinvestment since the Form 3 filing.
- (2) Includes 509.833 shares acquired through dividend reinvestment since the Form 3 filing.
- (3) Includes 171.827 shares acquired through dividend reinvestment since the Form 3 filing.
- (4) Includes 34.868 shares acquired through dividend reinvestment since the Form 3 filing.
- (5) Includes 3271.52 shares acquired through payroll deductions into the company's 401-K Plan since the Form 3 filing.
- (6) Includes 1165.74 shares acquired through the company's ESOP distributions since the Form 3 filing.

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.