

LARocca GREGORY C

Form 4

April 25, 2013

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
LARocca GREGORY C

(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)

04/24/2013

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)

Exec. V.P., Invest/Trust Serv.

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.	04/24/2013	04/24/2013	X	11,475 A	\$ 7.37 198,401	D	
Northwest Bancshares, inc.					7,929	I	IRA
Northwest Bancshares, Inc.					5,976	I	Wife's IRA
Northwest Bancshares,					79,833.48 ⁽¹⁾	I	401-K

Inc.

Northwest
Bancshares,
Inc.33,504.52 ⁽²⁾ I

ESOP

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 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
Stock Options (Right to Buy)	\$ 7.37	04/24/2013	04/24/2013	X	11,475	08/20/2004 08/20/2013	Northwest Bancshares, Inc.	11,475
Stock Options (Right to Buy)	\$ 11.33					12/15/2004 12/15/2014	Northwest Bancshares, Inc.	14,475
Stock Options (Right to Buy)	\$ 10.19					01/19/2006 01/19/2015	Northwest Bancshares, Inc.	10,125
Stock Options (Right to Buy)	\$ 9.86					01/18/2007 01/18/2016	Northwest Bancshares, Inc.	10,125
Stock Options (Right to Buy)	\$ 11.51					01/17/2008 01/17/2017	Northwest Bancshares, Inc.	12,930
Stock Options	\$ 11.12					01/16/2009 01/16/2018	Northwest Bancshares,	12,930

(Right to Buy)					Inc.	
Stock Options (Right to Buy)	\$ 9.79	11/19/2009	11/19/2018	Northwest Bancshares, Inc.	12,93	
Stock Options (Right to Buy)	\$ 7.48	02/18/2010	02/18/2019	Northwest Bancshares, Inc.	12,93	
Stock Options (Right to Buy)	\$ 11.49	01/20/2011	01/20/2020	Northwest Bancshares, Inc.	13,00	
Stock Options (Right to Buy)	\$ 12.12	01/19/2012	01/19/2021	Northwest Bancshares, Inc.	13,00	
Stock Options (Right to Buy)	\$ 12.32	05/18/2012	05/18/2021	Northwest Bancshares, Inc.	52,00	
Stock Options (Right to Buy)	\$ 11.7	05/23/2013	05/23/2022	Northwest Bancshares, Inc.	12,48	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARocca GREGORY C 100 LIBERTY STREET WARREN, PA 16365			Exec. V.P., Invest/Trust Serv.	

Signatures

Gregory C.
LaRocca

04/25/2013

**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) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

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(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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