Ritzert Gerald J
Form 4
December 12, 2017

FORM 4

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

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 burden hours per response...	0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ritzert Gerald J

(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)
12/11/2017

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 below) _____ Other (specify below)
EVP Finance and Controller

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)
			Code	V	Amount	(A) or (D)	Price			
Northwest Bancshares, Inc.	12/11/2017		X		3,400	A	$ 12.32	50,656.589	D	
Northwest Bancshares, Inc.	12/11/2017		X		816	A	$ 11.7	51,472.589	D	
Northwest Bancshares, Inc.	12/11/2017		X		816	A	$ 12.44	52,288.589	D	
Northwest Bancshares,	12/11/2017		X		816	A	$ 13.15	53,104.589	D	

Inc.										
Northwest Bancshares, Inc.	12/11/2017		X	1,248	A	$ 12.37	54,352.589	D		
Northwest Bancshares, Inc.	12/11/2017		X	1,248	A	$ 14.15	55,600.589	D		
Northwest Bancshares, Inc.	12/11/2017		X	1,248	A	$ 15.57	56,848.589	D		
Northwest Bancshares, Inc.	12/11/2017		S	9,592	D	$ 16.5672 (1)	47,256.589	D		
Northwest Bancshares, Inc.							678	I	Wife's IRA	
Northwest Bancshares, Inc.							20,406.869 (2)	I	401-K	

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)		8. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	$ 12.32	12/11/2017		X			3,400	05/18/2011	05/18/2021	Common Stock	3,400	
	$ 11.7	12/11/2017		X			816	05/23/2012	05/23/2022		816	

Stock Options (Right to Buy)								Common Stock		
Stock Options (Right to Buy)	$ 12.44	12/11/2017		X	816	05/15/2013	05/15/2023	Common Stock	816	
Stock Options (Right to Buy)	$ 13.15	12/11/2017		X	816	05/21/2014	05/21/2024	Common Stock	816	
Stock Options (Right to Buy)	$ 12.37	12/11/2017		X	1,248	05/20/2015	05/20/2025	Common Stock	1,248	
Stock Options (Right to Buy)	$ 14.15	12/11/2017		X	1,248	05/18/2016	05/18/2026	Common Stock	1,248	
Stock Options (Right to Buy)	$ 15.57	12/11/2017		X	1,248	05/17/2017	05/17/2027	Common Stock	1,248	
Stock Options (Right to Buy)	$ 12.12					01/19/2012	01/19/2021	Common Stock	1,285	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ritzert Gerald J 100 LIBERTY STREET WARREN, PA 16365			EVP Finance and Controller	

Signatures

Gerald J. Ritzert	12/12/2017
**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 18 lots with a low price of $16.52 and a high price of $16.63.

(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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