

Northwest Bancshares, Inc.
Form 5
January 18, 2017

FORM 5

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).
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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
McTavish Julia W

(Last) (First) (Middle)

100 LIBERTY STREET

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2016

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 Human Resources

6. Individual or Joint/Group Reporting

(check applicable line)

WARREN, PA 16365

____X____ 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 Amount (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	51,803.794	D	Â
Northwest Bancshares, Inc.	Â	Â	Â	Â Â Â	0 ⁽¹⁾	I	Custodian For Daughter
Northwest Bancshares, Inc.	Â	Â	Â	Â Â Â	29,447.592 ⁽²⁾	I	401-K

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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option Plan (Right to Buy)	\$ 7.48	Â	Â	Â	Â Â	02/18/2010 02/18/2019	Northwest Bancshares, Inc. 9,810
Option Plan (Right to Buy)	\$ 11.49	Â	Â	Â	Â Â	01/20/2011 01/20/2020	Northwest Bancshares, Inc. 9,000
Option Plan (Right to Buy)	\$ 12.12	Â	Â	Â	Â Â	01/19/2012 01/19/2021	Northwest Bancshares, Inc. 9,000
Option Plan (Right to Buy)	\$ 12.32	Â	Â	Â	Â Â	05/18/2012 05/18/2021	Northwest Bancshares, Inc. 47,000
Option Plan (Right to Buy)	\$ 11.7	Â	Â	Â	Â Â	05/23/2013 05/23/2022	Northwest Bancshares, Inc. 12,480
Option Plan (Right to Buy)	\$ 12.44	Â	Â	Â	Â Â	05/15/2014 05/15/2023	Northwest Bancshares, Inc. 12,480
Option Plan (Right to Buy)	\$ 13.15	Â	Â	Â	Â Â	05/21/2014 05/21/2024	Northwest Bancshares, Inc. 12,480

Option Plan (Right to Buy)	\$ 12.37	Â	Â	Â	Â	Â	05/20/2015	05/20/2025	Northwest Bancshares, Inc.	12,480
Option Plan (Right to Buy)	\$ 14.15	Â	Â	Â	Â	Â	05/18/2016	05/18/2026	Northwest Bancshares, Inc.	12,480

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McTavish Julia W 100 LIBERTY STREET WARREN, PA 16365	Â	Â	Â EVP Human Resources	Â

Signatures

Julia W. McTavish 01/18/2017

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) Ownership reflects minor child reaching age of majority and no longer living in reporting person's household.
- (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 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.