

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-15**  
SEC Accession No. [0001478105-13-000002](#)

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### REPORTING OWNER

**Ritzert Gerald J**

CIK: **1478105**

Type: **4** | Act: **34** | File No.: **001-34582** | Film No.: **13852567**

Mailing Address  
*100 LIBERTY STREET  
WARREN PA 16365*

### ISSUER

**Northwest Bancshares, Inc.**

CIK: **1471265** | IRS No.: **000000000** | State of Incorporation: **MD** | Fiscal Year End: **1231**  
SIC: **6021** National commercial banks

Mailing Address  
*100 LIBERTY STREET  
WARREN PA 16365*

Business Address  
*100 LIBERTY STREET  
WARREN PA 16365  
(814) 726-2140*

# FORM 4

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <b>Ritzert Gerald J</b>			2. Issuer Name and Ticker or Trading Symbol <b>Northwest Bancshares, Inc. [NWBI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Senior V.P., Controller</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/15/2013</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
<b>100 LIBERTY STREET</b>			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) <b>WARREN, PA 16365</b>								
(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)			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.	05/15/2013	05/15/2013	A		3,830 <sup>(1)</sup>	A	\$12.55	25,800.468	D	
Northwest Bancshares, Inc.								678	I	Wife's IRA
Northwest Bancshares, Inc.								8,127.462 <sup>(3)</sup>	I	401-K
Northwest Bancshares, Inc.								2,110.696	I	ESOP

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options	\$12.44	05/15/2013	05/15/2013	A		8,160 <sup>(2)</sup>		05/15/2013	05/15/2023	Common Stock	8,160	\$12.44	8,160	D	

**Explanation of Responses:**

- One tenth of this grant of RRP shares will vest each year beginning May 15, 2013 and on each May 15th thereafter through May 15, 2022.
- One tenth of this grant of stock options will vest each year beginning May 15, 2013 and on each May 15th thereafter through May 15, 2022.
- Reflects transactions not required to be reported pursuant Section 16 of the Securities Exchange Act of 1934, as amended.

## Signatures

[Gerald J. Ritzert](#)

\*\* Signature of Reporting Person

[05/16/2013](#)

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**