

Northwest Bancshares, Inc.
 Form 4
 November 22, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Tredway Philip M

(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)
 11/21/2016

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)

6. Individual or Joint/Group Filing(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)	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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Northwest Bancshares, Inc. Common Stock	11/21/2016		X		4,500 A \$ 12.48	35,384	D
Northwest Bancshares, Inc. Common Stock	11/21/2016		X		6,750 A \$ 9.79	42,134	D
Northwest Bancshares, Inc. Common Stock	11/21/2016		X		6,750 A \$ 7.48	48,884	D

Inc.
Common
Stock

Northwest
Bancshares,

Inc.	11/21/2016		S	9,750	D	\$	17.8061	39,134	D
Common Stock						(1)			

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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 12.48	11/21/2016		X	4,500	06/20/2008 06/20/2017	Common Stock	4,500
Stock Options (Right to Buy)	\$ 9.79	11/21/2016		X	6,750	11/19/2009 11/19/2018	Common Stock	6,750
Stock Options (Right to Buy)	\$ 7.48	11/21/2016		X	6,750	02/18/2010 02/18/2019	Common Stock	6,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Tredway Philip M
100 LIBERTY STREET
WARREN, PA 16365

X

Signatures

Philip M.
Tredway

11/22/2016

 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 7 lots with a high of \$17.82 and a low of \$17.79.

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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