

Walker Shawn O
Form 4
June 18, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Walker Shawn O

(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)
06/14/2018

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)
EVP Chief Marketing Officer

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) or Price		
Northwest Bancshares, Inc. Common Stock	06/14/2018		M		82 A \$ 11.49	33,714	D
Northwest Bancshares, Inc. Common Stock	06/14/2018		M		342 A \$ 12.12	34,056	D
Northwest Bancshares, Inc. Common Stock	06/14/2018		M		2,376 A \$ 12.32	36,432	D

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Inc. Common Stock									
Northwest Bancshares, Inc. Common Stock	06/14/2018	M	1,582	A	\$ 11.7	38,014	D		
Northwest Bancshares, Inc. Common Stock	06/14/2018	M	1,890	A	\$ 12.44	39,904	D		
Northwest Bancshares, Inc. Common Stock	06/14/2018	M	3,264	A	\$ 12.37	43,168	D		
Northwest Bancshares, Inc. Common Stock	06/14/2018	S	9,536	D	\$ 17.5242 <u>(1)</u>	33,632	D		
Northwest Bancshares, Inc. Common Stock						6,075	I	IRA	
Northwest Bancshares, Inc. Common Stock						1,355	I	Spouse IRA	
Northwest Bancshares, Inc. Common Stock						<u>7,797.065</u> <u>(2)</u>	I	401-K	

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	\$ 11.49	06/14/2018		M	82	01/20/2011 01/20/2020	Common Stock	82
Stock Options (Right to Buy)	\$ 12.12	06/14/2018		M	342	01/19/2012 01/19/2021	Common Stock	342
Stock Options (Right to Buy)	\$ 12.32	06/14/2018		M	2,376	05/18/2011 05/18/2021	Common Stock	2,376
Stock Options (Right to Buy)	\$ 11.7	06/14/2018		M	1,582	05/23/2012 05/23/2022	Common Stock	1,582
Stock Options (Right to Buy)	\$ 12.44	06/14/2018		M	1,890	05/15/2013 05/15/2023	Common Stock	1,890
Stock Options (Right to Buy)	\$ 12.37	06/14/2018		M	3,264	05/20/2015 05/20/2025	Common Stock	3,264

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walker Shawn O 100 LIBERTY STREET WARREN, PA 16365			EVP Chief Marketing Officer	

Signatures

/s/ Shawn O.
Walker

06/18/2018

__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 10 lots with a high of \$17.551 and a low of \$17.50.

(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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