

LARocca GREGORY C
Form 4
December 02, 2010

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 *
LARocca GREGORY C

(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)
12/01/2010

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)
Exec. V.P., Invest/Trust Serv.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Northwest Bancshares, Inc. | 12/01/2010 | 12/01/2010 | X | 9,675 A | \$ 4.35 | 143,601.38 | D |
| Northwest Bancshares, Inc. | 12/01/2010 | 12/01/2010 | X | 6,500 A | \$ 5.91 | 150,101.38 | D |
| Northwest Bancshares, Inc. | | | | | | 7,929 | I IRA |
| Northwest Bancshares, | | | | | | 5,976 | I Wife's IRA |

| | | | |
|----------------------------|-----------|---|-------|
| Inc. | | | |
| Northwest Bancshares, Inc. | 66,634.64 | I | 401-K |
| Northwest Bancshares, Inc. | 29,000.3 | I | ESOP |

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

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 control number.

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option Plan (Right to Buy) | \$ 4.35 | 12/01/2010 | 12/01/2010 | X | 9,675 | 10/18/2001 | 10/17/2011 | Northwest Bancshares, Inc. | 9,675 |
| Option Plan (Right to Buy) | \$ 5.91 | 12/01/2010 | 12/01/2010 | X | 6,500 | 08/21/2002 | 08/21/2012 | Northwest Bancshares, Inc. | 11,475 |
| Option Plan (Right to Buy) | \$ 7.37 | | | | | 08/20/2003 | 08/20/2013 | Northwest Bancshares, Inc. | 11,475 |
| Option Plan (Right to Buy) | \$ 11.33 | | | | | 12/15/2004 | 12/15/2014 | Northwest Bancshares, Inc. | 11,475 |
| Option Plan | \$ 10.19 | | | | | 01/19/2006 | 01/19/2015 | Northwest Bancshares, | 10,125 |

| Option Plan (Right to Buy) | Exercise Price | Grant Date | Expiration Date | Company | Quantity |
|----------------------------|----------------|------------|-----------------|----------------------------|----------|
| (Right to Buy) | | | | Inc. | |
| Option Plan (Right to Buy) | \$ 9.86 | 01/18/2007 | 01/18/2016 | Northwest Bancshares, Inc. | 10,125 |
| Option Plan (Right to Buy) | \$ 11.51 | 01/17/2008 | 01/17/2017 | Northwest Bancshares, Inc. | 12,937 |
| Option Plan (Right to Buy) | \$ 11.12 | 01/16/2009 | 01/16/2018 | Northwest Bancshares, Inc. | 12,937 |
| Option Plan (Right to Buy) | \$ 9.79 | 11/19/2009 | 11/19/2018 | Northwest Bancshares, Inc. | 12,937 |
| Option Plan (Right to Buy) | \$ 7.48 | 02/18/2010 | 02/18/2020 | Northwest Bancshares, Inc. | 12,937 |
| Option Plan (Right to Buy) | \$ 11.49 | 01/20/2011 | 01/20/2020 | Northwest Bancshares, Inc. | 13,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAROCCA GREGORY C 100 LIBERTY STREET WARREN, PA 16365 | | | Exec. V.P., Invest/Trust Serv. | |

Signatures

Gregory C. LaRocca 12/02/2010

**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).

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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