

Northwest Bancshares, Inc.
 Form 5
 January 29, 2016

FORM 5

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

OMB APPROVAL

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 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

1. Name and Address of Reporting Person *
WAGNER WILLIAM J

 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

100 LIBERTY STREET

 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

 (check applicable line)

WARREN, PA 16365

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 (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 Ownership (Instr. 4)
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	254,978.56	D	Â
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	170,991.61	I	Wife
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	4,762	I	IRA

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Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	5,840	I	Wife's IRA
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	0 ⁽¹⁾	I	By Trust for Daughter
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	3,406.92	I	By Trust for Son
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	197,282.15	I	By 401-K
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	37,217.94	I	By ESOP

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

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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)	\$ 11.51	Â	Â	Â	Â	Â	01/17/2008	01/17/2017	Northwest Bancshares, Inc.	21,374
Option Plan (Right to Buy)	\$ 11.12	Â	Â	Â	Â	Â	01/16/2008	01/16/2018	Northwest Bancshares, Inc.	21,375
Option Plan (Right to Buy)	\$ 9.79	Â	Â	Â	Â	Â	11/19/2009	11/19/2018	Northwest Bancshares, Inc.	21,374

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Option Plan (Right to Buy)	\$ 7.48						02/18/2010	02/18/2019	Northwest Bancshares, Inc.	21,374
Option Plan (Right to Buy)	\$ 11.49						01/20/2011	01/20/2020	Northwest Bancshares, Inc.	19,000
Option Plan (Right to Buy)	\$ 12.12						01/19/2012	01/19/2021	Northwest Bancshares, Inc.	19,000
Option Plan (Right to Buy)	\$ 12.32						05/18/2012	05/18/2021	Northwest Bancshares, Inc.	100,000
Option Plan (Right to Buy)	\$ 11.7						05/23/2013	05/23/2022	Northwest Bancshares, Inc.	24,000
Option Plan (Right to Buy)	\$ 12.44						05/15/2014	05/15/2023	Northwest Bancshares, Inc.	24,000
Option Plan (Right to Buy)	\$ 13.15						05/21/2014	05/21/2024	Northwest Bancshares, Inc.	24,000
Option Plan (Right to Buy)	\$ 12.37						05/20/2015	05/20/2025	Northwest Bancshares, Inc.	24,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAGNER WILLIAM J 100 LIBERTY STREET WARREN, PA 16365	X		President & CEO	

Signatures

William J.
Wagner

01/29/2016

Date

Signature of
Reporting Person

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.

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