Paup Mark A Form 4 May 15, 2018

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

Northwest Bancshares,

Stock

Inc. Common

05/14/2018

(Print or Type Responses)

1. Name and Address of Reporting Person * Paup Mark A			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			Northwest Bancshares, Inc. [NWBI]							
(Last)	(First) (M	iddle)	3. Date of E	arliest Trar	isaction					
			(Month/Day	/Year)			-	_X_ Director	10%	
100 LIBERTY STREET			05/14/2018				- t	Officer (give to below)	itle Other below)	er (specify
(Street)			4. If Amendment, Date Original			6	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)				A	Applicable Line)		
				•			-	X_ Form filed by O	1 0	
WARREN, PA 16365						Ī	Form filed by More than One Reporting Person			
(City)	(State)	Zip)	Table 1	I - Non-De	rivative Se	curitie	es Acqui	ired, Disposed of,	or Beneficial	ly Owned
1.Title of	2. Transaction Da	e 2A. D	eemed	3.	4. Securi	ties Ac	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year	Execu	tion Date, if	Transaction	or(A) or Di	isposed	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any		Code	(Instr. 3,	4 and 5	5)	Beneficially	Form:	Beneficial
		(Mont	th/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
								Following	or Indirect	(Instr. 4)
						(A)		Reported	(I)	
						or		Transaction(s)	(Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		

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.

SEC 1474

(9-02)

8,246.917 (3) D

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

2,700

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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. Transactic Code (Instr. 8)	5. Number boof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 E S (1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 16.59	05/14/2018		A	7,200 (2)	05/14/2018	05/14/2028	Common Stock	7,200	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Paup Mark A 100 LIBERTY STREET WARREN, PA 16365	X					

Signatures

Mark A. Paup 05/15/2018

**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).
- One seventh of this grant of RRP shares will vest each year beginning May 14, 2018 and on each May 14th thereafter through May 14, 2024
- One seventh of this grant of stock options will vest each year beginning May 14, 2018 and on each May 14th thereafter through May 14, 2024.
- (3) Includes 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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