

BAUER JOHN M
Form 5
January 31, 2012

FORM 5

**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).
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 *
BAUER JOHN M

(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)
12/31/2011

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

WARREN, PA 16365

(City) (State) (Zip)

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)	(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 Indirect Beneficial Ownership (Instr. 4)
Northwest Bancshares, Inc.	^	^	^	^	^	^	34,012.54 (1)	D	^
Northwest Bancshares, Inc.	^	^	^	^	^	^	31,197.26 (2)	I	Wife

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

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SEC 2270 (9-02)

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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)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Option Plan (Right to Buy)	\$ 10.19	Â	Â	Â	Â	Â	01/19/2006	01/19/2015	Northwest Bancshares, Inc.	22,500
Option Plan (Right to Buy)	\$ 9.79	Â	Â	Â	Â	Â	11/19/2009	11/19/2018	Northwest Bancshares, Inc.	6,750
Option Plan (Right to Buy)	\$ 7.48	Â	Â	Â	Â	Â	02/18/2010	02/18/2019	Northwest Bancshares, Inc.	6,750
Option Plan (Right to Buy)	\$ 11.49	Â	Â	Â	Â	Â	01/20/2011	01/20/2020	Northwest Bancshares, Inc.	6,000
Option Plan (Right to Buy)	\$ 12.12	Â	Â	Â	Â	Â	01/19/2012	01/19/2021	Northwest Bancshares, Inc.	6,000
Option Plan (Right to Buy)	\$ 12.32	Â	Â	Â	Â	Â	05/18/2011	05/18/2021	Northwest Bancshares, Inc.	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAUER JOHN M	Â X	Â	Â	Â

100 LIBERTY STREET
WARREN, PA 16365

Signatures

John M. Bauer

01/31/2012

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) Includes 650.94 shares acquired through dividend reinvestment since the insider's last Form 5 filing.
- (2) Includes 842.76 shares acquired through dividend reinvestment since the insider's last Form 5 filing.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.