

Ritzert Gerald J  
 Form 4  
 December 12, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Ritzert Gerald J

(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)  
 12/11/2017

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 Finance and Controller

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 (A)   |  |   |
| Northwest Bancshares, Inc.      | 12/11/2017                           |  | X                              |   | 3,400 A \$ 12.32  | 50,656.589   | D   |
| Northwest Bancshares, Inc.      | 12/11/2017                           |  | X                              |   | 816 A \$ 11.7   | 51,472.589   | D   |
| Northwest Bancshares, Inc.      | 12/11/2017                           |  | X                              |   | 816 A \$ 12.44  | 52,288.589   | D   |
| Northwest Bancshares,           | 12/11/2017                           |  | X                              |   | 816 A \$ 13.15  | 53,104.589   | D   |

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|                            |            |   |       |   |                             |                          |   |  |            |
|----------------------------|------------|---|-------|---|-----------------------------|--------------------------|---|--|------------|
| Inc.                       |            |   |       |   |                             |                          |   |  |            |
| Northwest Bancshares, Inc. | 12/11/2017 | X | 1,248 | A | \$ 12.37                    | 54,352.589               | D |  |            |
| Northwest Bancshares, Inc. | 12/11/2017 | X | 1,248 | A | \$ 14.15                    | 55,600.589               | D |  |            |
| Northwest Bancshares, Inc. | 12/11/2017 | X | 1,248 | A | \$ 15.57                    | 56,848.589               | D |  |            |
| Northwest Bancshares, Inc. | 12/11/2017 | S | 9,592 | D | \$<br>16.5672<br><u>(1)</u> | 47,256.589               | D |  |            |
| Northwest Bancshares, Inc. |            |   |       |   |                             | 678                      | I |  | Wife's IRA |
| Northwest Bancshares, Inc. |            |   |       |   |                             | 20,406.869<br><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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**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 (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)               | \$ 12.32   | 12/11/2017                           |  | X                              | 3,400  | 05/18/2011 05/18/2021                                    | Common Stock  | 3,400                         |
|  | \$ 11.7  | 12/11/2017                           |  | X                              | 816  | 05/23/2012 05/23/2022                                    |   | 816                           |

| Stock Options (Right to Buy) | Exercise Price | Grant Date | Exercise | Quantity | Expiration Date       | Common Stock | Quantity |
|------------------------------|----------------|------------|----------|----------|-----------------------|--------------|----------|
| Stock Options (Right to Buy) | \$ 12.44       | 12/11/2017 | X        | 816      | 05/15/2013 05/15/2023 | Common Stock | 816      |
| Stock Options (Right to Buy) | \$ 13.15       | 12/11/2017 | X        | 816      | 05/21/2014 05/21/2024 | Common Stock | 816      |
| Stock Options (Right to Buy) | \$ 12.37       | 12/11/2017 | X        | 1,248    | 05/20/2015 05/20/2025 | Common Stock | 1,248    |
| Stock Options (Right to Buy) | \$ 14.15       | 12/11/2017 | X        | 1,248    | 05/18/2016 05/18/2026 | Common Stock | 1,248    |
| Stock Options (Right to Buy) | \$ 15.57       | 12/11/2017 | X        | 1,248    | 05/17/2017 05/17/2027 | Common Stock | 1,248    |
| Stock Options (Right to Buy) | \$ 12.12       |            |          |          | 01/19/2012 01/19/2021 | Common Stock | 1,285    |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Ritzert Gerald J<br>100 LIBERTY STREET<br>WARREN, PA 16365 |               |           | EVP Finance and Controller |       |

## Signatures

Gerald J. Ritzert                      12/12/2017  
 \*\*Signature of                      Date  
 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).

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- (1) Average price of 18 lots with a low price of \$16.52 and a high price of \$16.63.
- (2) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

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