

Ritzert Gerald J  
Form 5  
January 30, 2012

**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 \*  
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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2011

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)  
Senior V.P. Controller

6. Individual or Joint/Group Reporting

(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)	(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.	Â	Â	Â	Â	Â	Â	21,422.079 (1)	D	Â
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	678 (2)	I	Wife's IRA
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	5,844.098 (3)	I	401-K

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Northwest Bancshares, Inc.      1,732.688  
 (4)      I      ESOP

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

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SEC 2270  
 (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)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Option Plan (Right to Buy)	\$ 11.33						12/15/2004	12/15/2014	Northwest Bancshares, Inc.	2,790
Option Plan (Right to Buy)	\$ 10.19						01/19/2006	01/19/2015	Northwest Bancshares, Inc.	3,937
Option Plan (Right to Buy)	\$ 9.86						01/18/2007	01/18/2016	Northwest Bancshares, Inc.	3,937
Option Plan (Right to Buy)	\$ 11.26						06/09/2006	08/20/2013	Northwest Bancshares, Inc.	1,095
Option Plan (Right to Buy)	\$ 11.51						01/17/2008	01/17/2017	Northwest Bancshares, Inc.	3,937
Option Plan (Right to Buy)	\$ 12.29						04/25/2007	08/20/2013	Northwest Bancshares, Inc.	333

Option Plan (Right to Buy)	\$ 12.92						08/22/2007	08/20/2013	Northwest Bancshares, Inc.	317
Option Plan (Right to Buy)	\$ 11.12						01/16/2009	01/16/2018	Northwest Bancshares, Inc.	10,125
Option Plan (Right to Buy)	\$ 9.79						11/19/2009	11/19/2018	Northwest Bancshares, Inc.	10,125
Option Plan (Right to Buy)	\$ 7.48						02/18/2010	02/18/2019	Northwest Bancshares, Inc.	10,125
Option Plan (Right to Buy)	\$ 11.49						01/20/2011	01/20/2020	Northwest Bancshares, Inc.	9,000
Option Plan (Right to Buy)	\$ 12.12						01/19/2012	01/19/2018	Northwest Bancshares, Inc.	9,000
Option Plan (Right to Buy)	\$ 12.32						05/18/2011	05/18/2020	Northwest Bancshares, Inc.	34,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ritzert Gerald J 100 LIBERTY STREET WARREN, PA 16365			Senior V.P. Controller	

## Signatures

Gerald J. Ritzert                      01/30/2012

\*\*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).

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- (1) Includes 32.540 shares acquired through dividend reinvestment since December 31, 2010.
- (2) Includes 13.00 shares acquired through dividend reinvestment since December 31, 2010
- (3) Includes 1447.52 shares acquired through payroll deduction into the company's 401-K Plan since December 31, 2010
- (4) Includes 340.66 shares acquired through the company's ESOP distributions since December 31, 2010.

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.