

Northwest Bancshares, Inc.
Form 4
May 23, 2014

FORM 4

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).

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)

05/21/2014

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 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 or Price					
Northwest Bancshares, Inc. Common Stock	05/21/2014	05/21/2014	A		3,830 (1)	A	\$ 13.22	29,705.97 (3)	D	
Northwest Bancshares, Inc. Common Stock								678	I	Wife's IRA
Northwest Bancshares, Inc. Common Stock								10,117.66 (4)	I	401-K

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- (1) One tenth of this grant of RRP shares will vest each year beginning May 21, 2014 and on each May 21st thereafter through May 21, 2023.
- (2) One tenth of this grant of stock options will vest each year beginning May 21, 2014 and on each May 21st thereafter through May 21, 2023.
- (3) Reflects transactions not required to be reported pursuanty Section 16 of the Securities Exchange Act of 1934, as amended.
- (4) Reflects transactions not required to be reported pursuanty Section 16 of the Securities Exchange Act of 1934, as amended.
- (5) Reflects transactions not required to be reported pursuanty Section 16 of the Securities Exchange Act of 1934, as amended.

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