

HARVEY WILLIAM W
Form 4
February 22, 2013

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 *
HARVEY WILLIAM W

(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)
02/20/2013

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)
Exec V.P., Finance & CFO

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) Price | | |
| Northwest Bancshares, Inc. | 02/20/2013 | 02/20/2013 | M | | 11,475 A \$ 7.37 | 97,588 | D |
| Northwest Bancshares, Inc. | 02/20/2013 | 02/20/2013 | F | | 6,670 (1) D \$ 12.68 | 90,918 | D |
| Northwest Bancshares, Inc. | | | | | | 686 | I IRA |
| Northwest Bancshares, | | | | | | 686 | I Wife's IRA |

| | | | |
|----------------------------|--------------------------|---|-------|
| Inc. | | | |
| Northwest Bancshares, Inc. | 7,991.17 ⁽²⁾ | I | 401-K |
| Northwest Bancshares, Inc. | 11,853.56 ⁽³⁾ | I | ESOP |

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)

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------|---|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | |
| Stock Options (Right to Buy) | \$ 12.68 | 02/20/2013 | 02/20/2013 | M | | 11,475 | 08/20/2007 | 08/20/2013 | Northwest Bancshares Inc. |
| Stock Options (Right to Buy) | \$ 12.68 | 02/20/2013 | 02/20/2013 | A | 6,670 | | 08/20/2007 | 08/20/2013 | Northwest Bancshares Inc. |
| Stock Options (Right to Buy) | \$ 11.33 | | | | | | 12/15/2004 | 12/15/2014 | Northwest Bancshares Inc. |
| Stock Options (Right to Buy) | \$ 10.19 | | | | | | 01/19/2006 | 01/19/2015 | Northwest Bancshares Inc. |
| Stock Options (Right to Buy) | \$ 9.86 | | | | | | 01/18/2007 | 01/18/2016 | Northwest Bancshares Inc. |
| Stock Options (Right to Buy) | \$ 11.51 | | | | | | 01/17/2008 | 01/17/2017 | Northwest Bancshares Inc. |
| Stock Options (Right to Buy) | \$ 11.12 | | | | | | 01/16/2009 | 01/16/2018 | Northwest Bancshares Inc. |

Buy)

Stock Options
(Right to Buy) \$ 9.79

11/19/2009 11/19/2018

Inc.
Northwest
Bnacshares
Inc.

Stock Options
(Right to Buy) \$ 7.48

02/18/2010 02/18/2019

Northwest
Bnacshares
Inc.

Stock Options
(Right to Buy) \$ 11.49

01/20/2011 01/20/2020

Northwest
Bnacshares
Inc.

Stock Options
(Right to Buy) \$ 12.12

01/19/2012 01/19/2021

Northwest
Bnacshares
Inc.

Stock Options
(Right to Buy) \$ 12.32

05/18/2012 05/18/2021

Northwest
Bnacshares
Inc.

Stock Options
(Right to Buy) \$ 11.7

05/23/2013 05/23/2022

Northwest
Bnacshares
Inc.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HARVEY WILLIAM W 100 LIBERTY STREET WARREN, PA 16365 | | | Exec V.P., Finance & CFO | |

Signatures

William W.
Harvey, Jr. 02/22/2013

**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) Constructively exchanged 6,670 shares in order to exercise 11,475 stock options. The number of shares issued was 4,805.
- (2) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (3) Reflects 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.