

HUBER TIMOTHY A
Form 5
January 31, 2012

FORM 5

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

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

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
HUBER TIMOTHY A

(Last) (First) (Middle)

100 LIBERTY STREET

(Street)

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
____X____ Officer (give title ____ Other (specify
below) below)
Exec. V.P., Chief Lending Offi

6. Individual or Joint/Group Reporting

(check applicable line)

WARREN,Â PAÂ 16365

__X__ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 Amount (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	219,753.795 (1)	D	Â
Northwest Bancshares, Inc.	Â	Â	Â	Â Â Â	20,445.633 (2)	I	IRA
Northwest Bancshares, Inc.	Â	Â	Â	Â Â Â	6,890.697 (3)	I	Wife's IRA

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Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	1,297.893 ⁽⁴⁾	I	Son
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	50,327.964 ⁽⁵⁾	I	401-K
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	24,714.621 ⁽⁶⁾	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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option Plan (Right to Buy)	\$ 7.37	Â	Â	Â	Â Â	08/20/2003 08/20/2013	Northwest Bancshares, Inc. 9,180
Option Plan (Right to Buy)	\$ 11.33	Â	Â	Â	Â Â	12/15/2004 12/15/2014	Northwest Bancshares, Inc. 11,473
Option Plan (Right to Buy)	\$ 10.19	Â	Â	Â	Â Â	01/19/2006 01/19/2015	Northwest Bancshares, Inc. 10,123
Option Plan (Right to Buy)	\$ 9.86	Â	Â	Â	Â Â	01/18/2007 01/18/2016	Northwest Bancshares, Inc. 10,123
Option	\$ 11.51	Â	Â	Â	Â Â	01/17/2008 01/17/2017	Northwest 10,123

Plan (Right to Buy)											Bancshares, Inc.	
Option Plan (Right to Buy)	\$ 11.12	Â	Â	Â	Â	Â	01/16/2009	01/16/2018			Northwest Bancshares, Inc.	10,12
Option Plan (Right to Buy)	\$ 9.79	Â	Â	Â	Â	Â	11/19/2009	11/19/2018			Northwest Bancshares, Inc.	10,12
Option Plan (Right to Buy)	\$ 7.48	Â	Â	Â	Â	Â	02/18/2010	02/18/2019			Northwest Bancshares, Inc.	10,12
Option Plan (Right to Buy)	\$ 11.49	Â	Â	Â	Â	Â	01/20/2011	01/20/2020			Northwest Bancshares, Inc.	13,00
Option Plan (Right to Buy)	\$ 12.12	Â	Â	Â	Â	Â	01/19/2012	01/19/2021			Northwest Bancshares, Inc	13,00
Option Plan (Right to Buy)	\$ 12.32	Â	Â	Â	Â	Â	05/18/2011	05/18/2021			Northwest Bancshares, Inc.	52,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUBER TIMOTHY A 100 LIBERTY STREET WARREN, PA 16365	Â	Â	Â Exec. V.P., Chief Lending Offi	Â

Signatures

Timothy A.
Huber 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).

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- (1) Includes 6703.370 shares acquired through dividend reinvestment since the last Form 5 filing.
- (2) Includes 541.300 shares acquired through dividend reinvestment since the last Form 5 filing.
- (3) Includes 182.430 shares acquired through dividend reinvestment since the last Form 5 filing.
- (4) Includes 45.330 shares acquired through dividend reinvestment since the last Form 5 filing.
- (5) Includes 3,070.26 shares acquired through payroll deductions into the company's 401-K Plan since the last Form 5 filing.
- (6) Includes 1116.29 shares acquired through the company's ESOP distributions since the last Form 5 filing.

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