

Walker Shawn O
Form 4
March 04, 2019

FORM 4

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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Walker Shawn O

2. Issuer Name **and** Ticker or Trading
Symbol

Northwest Bancshares, Inc. [NWBI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

100 LIBERTY STREET

3. Date of Earliest Transaction
(Month/Day/Year)

02/28/2019

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

EVP, Chief Marketing Officer

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

WARREN, PA 16365

6. Individual or Joint/Group Filing(Check
Applicable Line)
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)	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)
Northwest Bancshares, Inc. Common Stock	02/28/2019		M	1,780	A \$ 13.15	35,412	D
Northwest Bancshares, Inc. Common Stock	02/28/2019		S	1,780	D \$ 18.6801	33,632	D
Northwest Bancshares,						6,075	I IRA

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Inc.
Common
Stock

Northwest
Bancshares,

Inc.
Common
Stock

1,355

I

Spouse
IRA

Northwest
Bancshares,

Inc.
Common
Stock

8,470.37 ⁽¹⁾

I

401-K

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

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(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)	8. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 13.15	02/28/2019		M	1,780	05/21/2014	05/21/2024	Common Stock	1,780

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Walker Shawn O 100 LIBERTY STREET WARREN, PA 16365	EVP, Chief Marketing Officer

Signatures

Shawn O.
Walker

03/04/2019

__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) 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.

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