

HARVEY WILLIAM W  
Form 4  
February 22, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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	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.

