

HARVEY WILLIAM W  
Form 4  
July 27, 2018

**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)  
**07/25/2018**

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)  
**Sr. EVP & 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 (A) or (D) Price   |  |   |
| Northwest Bancshares, Inc. Common Stock | 07/25/2018                           |  | M                              |   | 3,714 A \$ 12.12  | 159,613  | D   |
| Northwest Bancshares, Inc. Common Stock | 07/25/2018                           |  | M                              |   | 10,000 A \$ 12.32   | 169,613  | D   |
| Northwest Bancshares, Inc. Common Stock | 07/25/2018                           |  | S                              |   | 13,714 D \$ 18.0861   | 155,899  | D   |

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|   |            |                                 |   |                     |
|---|------------|---------------------------------|---|---------------------|
| Inc.<br>Common<br>Stock                             | <u>(1)</u> |                                 |   |                     |
| Northwest<br>Bancshares,<br>Inc.<br>Common<br>Stock |            | 686                             | I | By IRA              |
| Northwest<br>Bancshares,<br>Inc.<br>Common<br>Stock |            | 686                             | I | By<br>Wife's<br>IRA |
| Northwest<br>Bancshares,<br>Inc.<br>Common<br>Stock |            | <u>32,091.478</u><br><u>(2)</u> | I | By<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                               |        |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 12.12   | 07/25/2018                              |   | M                                    | 3,714  | 01/19/2012   | 01/19/2021  | Common<br>Stock                     | 3,714  |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 12.32   | 07/25/2018                              |   | M                                    | 10,000   | 05/18/2011   | 05/18/2021  | Common<br>Stock                     | 10,000 |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| HARVEY WILLIAM W<br>100 LIBERTY STREET<br>WARREN, PA 16365 |               |           | Sr. EVP & CFO |       |

## Signatures

/s/ William W.  
Harvey 07/27/2018

    Signature of                      Date  
Reporting Person

## 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) Average price of 100 lots with a high of \$18.19 and a low of \$18.015.
- (2) 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.