

Northwest Bancshares, Inc.
 Form 4
 April 24, 2014

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 *
SMELKO MICHAEL G

(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)
 04/23/2014

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., Chief Credit Off.

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 or Price		
Northwest Bancshares, Inc.	04/23/2014	04/23/2014	X		2,790 A \$ 11.33	45,427	D
Northwest Bancshares, Inc.	04/23/2014	04/23/2014	X		1,687 A \$ 10.19	47,114	D
Northwest Bancshares, Inc.	04/23/2014	04/23/2014	S		3,400 D \$ 14.5601	43,714	D
Northwest Bancshares,						1,019	I Wife's IRA

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Inc.			
Northwest Bancshares, Inc.	4,964.588 <u>(1)</u>	I	401-K
Northwest Bancshares, Inc.	6,306.7649 <u>(2)</u>	I	ESOP

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 11.33	04/23/2014	04/23/2014	X	2,790	12/15/2005 12/15/2014	Common Stock	2,790	
Stock Options (Right to Buy)	\$ 10.19	04/23/2014	04/23/2014	X	1,687	01/19/2006 01/19/2015	Common Stock	1,687	
Stock Options (Right to Buy)	\$ 9.86					01/18/2007 01/18/2016	Common Stock	2,812	
Stock Options (Right to Buy)	\$ 11.51					01/17/2008 01/17/2017	Common Stock	10,125	
Stock Options	\$ 11.12					01/16/2009 01/16/2018	Common Stock	10,125	

(Right to Buy)						
Stock Options (Right to Buy)	\$ 9.79		11/19/2009	11/19/2018	Common Stock	10,125
Stock Options (Right to Buy)	\$ 7.48		02/18/2010	02/18/2019	Common Stock	10,125
Stock Options (Right to Buy)	\$ 11.49		01/20/2011	01/20/2020	Common Stock	13,000
Stock Options (Right to Buy)	\$ 12.12		01/19/2012	01/19/2021	Common Stock	13,000
Stock Options (Right to Buy)	\$ 12.32		05/18/2012	05/18/2021	Common Stock	52,000
Stock Options (Right to Buy)	\$ 11.7		05/23/2013	05/23/2022	Common Stock	12,480
Stock Options (Right to Buy)	\$ 12.44		05/15/2014	05/15/2023	Common Stock	12,480

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMELKO MICHAEL G 100 LIBERTY STREET WARREN, PA 16365			Exec. V.P., Chief Credit Off.	

Signatures

Michael G. Smelko 04/24/2014

**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 that are not reportable pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (2) Reflects transactions that are not reportable 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.