MCDOWELL RICHARD E

Form 4 May 24, 2012

FORM 4

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

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

1(b).

Inc.

(Print or Type Responses)

1. Name and Address of Reporting Person * MCDOWELL RICHARD E			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			Northwest Bancshares, Inc. [NWBI]					(Check all applicable)			
(Last)	(First) (M	(Iiddle)	3. Date of E	arliest Tran	saction						
			(Month/Day	/Year)			_	_X_ Director		Owner	
100 LIBERTY STREET			05/23/2012				- l	Officer (give ti	tleOthe	er (specify	
	(Street)		4. If Amendment, Date Original				(6. Individual or Joint/Group Filing(Check			
WARREN, PA	A 16365		Filed(Month	/Day/Year)			-	Applicable Line) _X_ Form filed by Or Form filed by Mo Person	1 0		
(City)	(State)	(Zip)	Table l	- Non-De	rivative Se	curiti	ies Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execu-	eemed tion Date, if h/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi or(A) or Di (Instr. 3,	ispose	d of (D)	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						(-)	φ.				
Bancshares,	05/23/2012	05/23	3/2012	A	2,700	A	\$ 11.64	2,700	D		

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercise Expiration Date (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 11.7	05/23/2012	05/23/2012	A	7,200 (2)	05/23/2012	05/23/2022	Common Stock	7,200

Reporting Owners

Reporting Owner Name / Address	Relationships					
Transfer and an area area.	Director	10% Owner	Officer	Other		
MCDOWELL RICHARD E 100 LIBERTY STREET WARREN, PA 16365	X					

Signatures

Richard E.

McDowell

**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).
- One tenth of this grant of RRP shares will vest each year beginning May 23, 2012 and on each May 23rd thereafter through May 23, 2021.
- (2) One tenth of this grant of stock options will vest each year beginning May 23, 2012 and on each May 23rd of each year thereafter through May 23, 2021.

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.

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