

LARocca GREGORY C
Form 4
December 02, 2010

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 *
LARocca GREGORY C

(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)
12/01/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Exec. V.P., Invest/Trust Serv.

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
				(A) or (D) Code V Amount (D) Price			
Northwest Bancshares, Inc.	12/01/2010	12/01/2010	X	9,675 A \$ 4.35	143,601.38	D	
Northwest Bancshares, Inc.	12/01/2010	12/01/2010	X	6,500 A \$ 5.91	150,101.38	D	
Northwest Bancshares, Inc.					7,929	I	IRA
Northwest Bancshares,					5,976	I	Wife's IRA

Inc.			
Northwest Bancshares, Inc.	66,634.64	I	401-K
Northwest Bancshares, Inc.	29,000.3	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option Plan (Right to Buy)	\$ 4.35	12/01/2010	12/01/2010	X	9,675	10/18/2001 10/17/2011	Northwest Bancshares, Inc. 9,675
Option Plan (Right to Buy)	\$ 5.91	12/01/2010	12/01/2010	X	6,500	08/21/2002 08/21/2012	Northwest Bancshares, Inc. 11,475
Option Plan (Right to Buy)	\$ 7.37					08/20/2003 08/20/2013	Northwest Bancshares, Inc. 11,475
Option Plan (Right to Buy)	\$ 11.33					12/15/2004 12/15/2014	Northwest Bancshares, Inc. 11,475
Option Plan	\$ 10.19					01/19/2006 01/19/2015	Northwest Bancshares, 10,125

(Right to Buy)					Inc.	
Option Plan (Right to Buy)	\$ 9.86	01/18/2007	01/18/2016	Northwest Bancshares, Inc.		10,125
Option Plan (Right to Buy)	\$ 11.51	01/17/2008	01/17/2017	Northwest Bancshares, Inc.		12,937
Option Plan (Right to Buy)	\$ 11.12	01/16/2009	01/16/2018	Northwest Bancshares, Inc.		12,937
Option Plan (Right to Buy)	\$ 9.79	11/19/2009	11/19/2018	Northwest Bancshares, Inc.		12,937
Option Plan (Right to Buy)	\$ 7.48	02/18/2010	02/18/2020	Northwest Bancshares, Inc.		12,937
Option Plan (Right to Buy)	\$ 11.49	01/20/2011	01/20/2020	Northwest Bancshares, Inc.		13,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAROCCA GREGORY C 100 LIBERTY STREET WARREN, PA 16365			Exec. V.P., Invest/Trust Serv.	

Signatures

Gregory C. LaRocca
12/02/2010

**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).

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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