

Walker Shawn O
Form 3
December 21, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Walker Shawn O | | | 12/15/2017 | | Northwest Bancshares, Inc. [NWBI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 100 LIBERTY STREET | | | (Check all applicable) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| WARREN, PA 16365 | | | EVP, Chief Marketing Officer | | | |
| (City) | (State) | (Zip) | | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Northwest Bancshares, Inc Common Stock | 27,782 | D | ^ |
| Northwest Bancshares, Inc. Common Stock | 6,075 | I | IRA |
| Northwest Bancshares, Inc. Common Stock | 1,355 | I | Wife's IRA |
| Northwest Bancshares, Inc. Common Stock | 7,575.243 | I | 401-K |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---------------------------------|---|--|---------------|--------------|----------------------------------|
|---------------------------------|---|--|---------------|--------------|----------------------------------|

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| (Instr. 4) | (Month/Day/Year) | | Derivative Security (Instr. 4) | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|----------------------------|------------------|-----------------|--------------------------------|----------------------------|--|--|----------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Option Plan (Right to Buy) | 01/20/2011 | 01/20/2020 | Northwest Bancshares, Inc. | 82 | \$ 11.49 | D | Â |
| Option Plan (Right to Buy) | 01/19/2012 | 01/19/2021 | Northwest Bancshares, Inc. | 342 | \$ 12.12 | D | Â |
| Option Plan (Right to Buy) | 05/18/2011 | 05/18/2021 | Northwest Bancshares, Inc. | 4,752 | \$ 12.32 | D | Â |
| Option Plan (Right to Buy) | 05/23/2012 | 05/23/2022 | Northwest Bancshares, Inc. | 2,257 | \$ 11.7 | D | Â |
| Option Plan (Right to Buy) | 05/15/2013 | 05/15/2023 | Northwest Bancshares, Inc. | 3,150 | \$ 12.44 | D | Â |
| Option Plan (Right to Buy) | 05/21/2014 | 05/21/2024 | Northwest Bancshares, Inc. | 3,560 | \$ 13.15 | D | Â |
| Option Plan (Right to Buy) | 05/20/2015 | 05/20/2025 | Northwest Bancshares, Inc. | 8,160 | \$ 12.37 | D | Â |
| Option Plan (Right to Buy) | 05/18/2016 | 05/18/2026 | Northwest Bancshares, Inc. | 10,090 | \$ 14.15 | D | Â |
| Option Plan (Right to Buy) | 05/17/2017 | 05/17/2027 | Northwest Bancshares, Inc. | 8,160 | \$ 15.57 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Walker Shawn O 100 LIBERTY STREET WARREN, PA 16365 | Â | Â | Â EVP, Chief Marketing Officer | Â |

Signatures

Shawn O.
Walker

12/21/2017

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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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