

WAGNER WILLIAM J
Form 4/A
January 29, 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 *
WAGNER WILLIAM J

(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)
01/20/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
01/22/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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)
				(A) or (D) Code V Amount (D) Price			
Northwest Bancshares, Inc.					105,226.56	D	
Northwest Bancshares, Inc.					170,991.61	I	Wife
Northwest Bancshares, Inc.					4,762	I	IRA
Northwest Bancshares,					5,840	I	Wife's IRA

Inc.				
Northwest Bancshares, Inc.	3,398.94	I		Trust for Daughter
Northwest Bancshares, Inc.	3,406.92	I		Trust for Son
Northwest Bancshares, Inc.	107,362.046	I		401-K
Northwest Bancshares, Inc.	46,200.2982	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					10/18/2001	10/17/2011	Northwest Bancshares, Inc.	19,35
Option Plan (Right to Buy)	\$ 5.91					08/21/2002	08/21/2012	Northwest Bancshares, Inc.	24,75
Option Plan (Right to Buy)	\$ 7.37					08/20/2003	08/20/2013	Northwest Bancshares, Inc.	24,75
	\$ 11.33					12/15/2004	12/15/2014		24,75

Option Plan (Right to Buy)								Northwest Bancshares, Inc.	
Option Plan (Right to Buy)	\$ 10.19					01/19/2006	01/19/2015	Northwest Bancshares, Inc.	21,37
Option Plan (Right to Buy)	\$ 9.86					01/18/2007	01/18/2016	Northwest Bancshares, Inc.	21,37
Option Plan (Right to Buy)	\$ 11.51					01/17/2008	01/17/2017	Northwest Bancshares, Inc.	21,37
Option Plan (Right to Buy)	\$ 11.12					01/16/2009	01/16/2018	Northwest Bancshares, Inc.	21,37
Option Plan (Right to Buy)	\$ 9.79					11/19/2009	11/19/2018	Northwest Bancshares, Inc.	21,37
Option Plan (Right to Buy)	\$ 7.48					02/18/2010	02/18/2020	Northwest Bancshares, Inc.	21,37
Option Plan (Right to Buy)	\$ 11.49	01/20/2010	01/20/2010	A	19,000 ⁽¹⁾	01/20/2011	01/20/2020	Northwest Bancshares, Inc.	19,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAGNER WILLIAM J 100 LIBERTY STREET WARREN,, PA 16365	X		President & CEO	

Signatures

William J. Wagner
01/29/2010
Date

__Signature of
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) One seventh of this grant will vest each year beginning January 20, 2011 and on January 20th of each year thereafter through January 20, 2017.

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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