STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

Northwest Bancshares, Inc.

Form 4

May 20, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

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5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16. Form 4 or

Section 16.

Form 4 or

Form 5

Obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Symbol

obligations may continue. See Instruction See

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

WESTERBURG DAVID E

		Northwest Bancshares, Inc. [NWBI]				/BI]	(Charlantiantiant)				
(Last) (First) (Middle) 100 LIBERTY STREET			(Month/Day	3. Date of Earliest Transaction (Month/Day/Year) 05/18/2016				(Check all applicable) Director 10% Owner _X Officer (give title Other (specify below) EVP Chief Operations Officer			
	WARREN, PA	(Street) A 16365		Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
	1.Title of Security (Instr. 3) Northwest Bancshares,	2. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8) Code V	4. Securion(A) or D (Instr. 3, Amount 5,850	(A) or (D)	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)	
	Inc. Common Stock	05/18/2016	05/18/2016	A	<u>(1)</u>	A	14.51	28,621	D		
	Northwest Bancshares, Inc. Common Stock							35,383.025 (2)	I	401-K	
	Northwest Bancshares, Inc. Common Stock							5,982.502 (3)	I	ESOP	

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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)

1. Title of 2.		3. Transaction Date 3A. Deemed		4. 5. Number of		6. Date Exercisable and		7. Title and Amount of	
Derivative Conversion		(Month/Day/Year) Execution Date, if		Transacti	orDerivative	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security			(D)					
					(Instr. 3, 4,				
					and 5)				
						Date Exercisable	Expiration Date	Title	Amount or Number
				Code V	(A) (D)	Lacieisable	Date		of Shares
Stock Options (Right to Buy)	\$ 14.15	05/18/2016	05/18/2016	A	12,480 (4)	05/18/2016	05/18/2026	Common Stock	12,480

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WESTERBURG DAVID E 100 LIBERTY STREET WARREN, PA 16365

EVP Chief Operations Officer

Signatures

David E.

Westerburg 05/20/2016

**Signature of 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 tenth of this grant of RRP shares will vest each year beginning May 18, 2016 and on each May 18th thereafter through May 18, 2025.
- (2) Reflects Transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (3) Reflects Transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- One tenth of this grant of stock options will vest each year beginning May 18, 2016 and on each May 18th thereafter through May 18, 2025.

Reporting Owners 2

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