

WESTERBURG DAVID E
Form 4
June 18, 2018

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 *
WESTERBURG DAVID E

(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)
06/14/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP-Chief Operations Officer

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (D) Price | | |
| Northwest Bancshares, Inc. Common Stock | 06/14/2018 | | M | | 6,800 A \$ 12.32 | 47,121 | D |
| Northwest Bancshares, Inc. Common Stock | 06/14/2018 | | M | | 2,910 A \$ 11.7 | 50,031 | D |
| Northwest Bancshares, Inc. Common Stock | 06/14/2018 | | M | | 2,570 A \$ 12.12 | 52,601 | D |

| | | | | | | | | | |
|---|------------|--|---|--------|---|-----------------------------|--------------------------|---|-------|
| Inc. Common Stock | | | | | | | | | |
| Northwest Bancshares, Inc. Common Stock | 06/14/2018 | | M | 2,221 | A | \$ 12.44 | 54,822 | | D |
| Northwest Bancshares, Inc. Common Stock | 06/14/2018 | | M | 1,501 | A | \$ 13.15 | 56,323 | | D |
| Northwest Bancshares, Inc. Common Stock | 06/14/2018 | | M | 1,285 | A | \$ 11.49 | 57,608 | | D |
| Northwest Bancshares, Inc. Common Stock | 06/14/2018 | | M | 891 | A | \$ 12.37 | 58,499 | | D |
| Northwest Bancshares, Inc. Common Stock | 06/14/2018 | | S | 18,178 | D | \$ 17.5287 <u>(1)</u> | 40,321 | | D |
| Northwest Bancshares, Inc. Common Stock | | | | | | | 26,292.161 <u>(2)</u> | I | 401-K |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D S (I |
|--|---|--------------------------------------|--|--------------------------------|--|--|---|-----------|
|--|---|--------------------------------------|--|--------------------------------|--|--|---|-----------|

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| Security | | | Code | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------------------------|----------|------------|------|---|-------|---------------------|--------------------|-----------------|--|
| | | | | V | (A) | | | | |
| Stock Options (Right to Buy) | \$ 12.32 | 06/14/2018 | M | | 6,800 | 05/18/2011 | 05/18/2021 | Common Stock | 6,800 |
| Stock Options (Right to Buy) | \$ 11.7 | 06/14/2018 | M | | 2,910 | 05/23/2012 | 05/23/2022 | Common Stock | 2,910 |
| Stock Options (Right to Buy) | \$ 12.12 | 06/14/2018 | M | | 2,570 | 01/19/2012 | 01/19/2021 | Common Stock | 2,570 |
| Stock Options (Right to Buy) | \$ 12.44 | 06/14/2018 | M | | 2,221 | 05/15/2013 | 05/15/2023 | Common Stock | 2,221 |
| Stock Options (Right to Buy) | \$ 13.15 | 06/14/2018 | M | | 1,051 | 05/21/2014 | 05/21/2024 | Common Stock | 1,501 |
| Stock Options (Right to Buy) | \$ 11.49 | 06/14/2018 | M | | 1,285 | 01/20/2011 | 01/20/2020 | Common Stock | 1,285 |
| Stock Options (Right to Buy) | \$ 12.37 | 06/14/2018 | M | | 891 | 05/20/2015 | 05/20/2025 | Common Stock | 891 |

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

/s/ David E.
Westerburg

06/18/2018

__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).
- (1) Average price of 21 lots with a high of \$17.575 and a low of \$17.48.
 - (2) Reflects Transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

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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