

LARocca GREGORY C
Form 4
January 22, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
01/20/2010

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Northwest Bancshares, Inc. | | | | | 133,926.38 | D | |
| Northwest Bancshares, Inc. | | | | | 7,929 | I | IRA |
| Northwest Bancshares, Inc. | | | | | 5,976 | I | Wife's IRA |
| Northwest Bancshares, Inc. | | | | | 63,162.083 | I | 401-K |

Inc.
 Northwest Bancshares, Inc. 28,267.8614 I ESOP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Option Plan (Right to Buy) | \$ 4.35 | | | | | 10/18/2001 | 10/17/2011 | Northwest Bancshares, Inc. | 9,675 |
| Option Plan (Right to Buy) | \$ 5.91 | | | | | 08/21/2002 | 08/21/2012 | Northwest Bancshares, Inc. | 11,47 |
| Option Plan (Right to Buy) | \$ 7.37 | | | | | 08/20/2003 | 08/20/2013 | Northwest Bancshares, Inc. | 11,47 |
| Option Plan (Right to Buy) | \$ 11.33 | | | | | 12/15/2004 | 12/15/2014 | Northwest Bancshares, Inc. | 11,47 |
| Option Plan (Right to Buy) | \$ 10.19 | | | | | 01/19/2006 | 01/19/2015 | Northwest Bancshares, Inc. | 10,12 |
| Option Plan | \$ 9.86 | | | | | 01/18/2007 | 01/18/2016 | Northwest Bancshares, | 10,12 |

| | | | | | | | | | | |
|----------------------------|----------|------------|------------|---|-----------------------|------------|------------|--|----------------------------|-------|
| (Right to Buy) | | | | | | | | | Inc. | |
| Option Plan (Right to Buy) | \$ 11.51 | | | | | 01/17/2008 | 01/17/2017 | | Northwest Bancshares, Inc. | 12,93 |
| Option Plan (Right to Buy) | \$ 11.12 | | | | | 01/16/2009 | 01/16/2018 | | Northwest Bancshares, Inc. | 12,93 |
| Option Plan (Right to Buy) | \$ 9.79 | | | | | 11/19/2009 | 11/19/2018 | | Northwest Bancshares, Inc. | 12,93 |
| Option Plan (Right to Buy) | \$ 7.48 | | | | | 02/18/2010 | 02/18/2020 | | Northwest Bancshares, Inc. | 12,93 |
| Option Plan (Right to Buy) | \$ 11.49 | 01/20/2010 | 01/20/2010 | A | 13,000 ⁽¹⁾ | 01/20/2011 | 01/20/2021 | | Northwest Bancshares, Inc. | 13,00 |

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

01/22/2010

**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).
- (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, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.