

MCDOWELL RICHARD E
 Form 5
 January 28, 2011

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 MCDOWELL RICHARD E
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 Northwest Bancshares, Inc. [NWBI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

100 LIBERTY STREET
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2010

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

WARREN, PA 16365
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (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.	12/22/2010	12/22/2010	G	250 ⁽¹⁾ D \$ 0	129,640	D	Â
Northwest Bancshares, Inc.	12/22/2010	12/22/2010	G	400 ⁽²⁾ D \$ 0	129,240	D	Â
Northwest Bancshares, Inc.	12/22/2010	12/22/2010	G	600 ⁽³⁾ D \$ 0	128,640	D	Â

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Northwest Bancshares, Inc.	12/22/2010	12/22/2010	G	1,825 (4)	D	\$ 0	126,815	D	Â
Northwest Bancshares, Inc.	Â	Â	Â	Â	Â	Â	20,000	I	IRA

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

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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
					(A) (D)	Date Exercisable Expiration Date	Title	
Option Plan (Right to Buy)	\$ 4.35	Â	Â	Â	Â Â	10/18/2001 10/17/2011	Northwest Bancshares, Inc.	22,500
Option Plan (Right to Buy)	\$ 10.19	Â	Â	Â	Â Â	01/19/2006 01/19/2015	Northwest Bancshares, Inc.	22,500
Option Plan (Right to Buy)	\$ 9.79	Â	Â	Â	Â Â	11/19/2009 11/19/2018	Northwest Bancshares, Inc.	6,750
Option Plan (Right to Buy)	\$ 7.48	Â	Â	Â	Â Â	02/18/2010 02/18/2019	Northwest Bancshares, Inc.	6,750
Option Plan (Right to Buy)	\$ 11.49	Â	Â	Â	Â Â	01/20/2011 01/20/2020	Northwest Bancshares, Inc.	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDOWELL RICHARD E 100 LIBERTY STREET WARREN, PA 16365	X	^	^	^

Signatures

Richard E.
McDowell

01/28/2011

**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) Shares gifted to Pennsylvania State University FFC to McKean County Endowment
- (2) Shares gifted to L. Campogiani
- (3) Shares gifted to J. Carloni.
- (4) Shares gifted to Bradford Hospital Foundation

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.