

HUBER TIMOTHY A
Form 5
January 31, 2012

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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 *
HUBER TIMOTHY A

(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)
12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. V.P., Chief Lending Offi

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

6. Individual or Joint/Group Reporting

(check applicable line)

WARREN, PA 16365

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) | 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) | (A) or (D) | Price | 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. | Â | Â | Â | Â | Â | Â | 219,753.795 (1) | D | Â |
| Northwest Bancshares, Inc. | Â | Â | Â | Â | Â | Â | 20,445.633 (2) | I | IRA |
| Northwest Bancshares, Inc. | Â | Â | Â | Â | Â | Â | 6,890.697 (3) | I | Wife's IRA |

Edgar Filing: HUBER TIMOTHY A - Form 5

| | | | | | | | | | |
|----------------------------|---|---|---|---|---|---|---------------------------|---|-------|
| Northwest Bancshares, Inc. | Â | Â | Â | Â | Â | Â | 1,297.893 ⁽⁴⁾ | I | Son |
| Northwest Bancshares, Inc. | Â | Â | Â | Â | Â | Â | 50,327.964 ⁽⁵⁾ | I | 401-K |
| Northwest Bancshares, Inc. | Â | Â | Â | Â | Â | Â | 24,714.621 ⁽⁶⁾ | 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 2270
(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 |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Option Plan (Right to Buy) | \$ 7.37 | Â | Â | Â | Â | Â | 08/20/2003 | 08/20/2013 | Northwest Bancshares, Inc. | 9,180 |
| Option Plan (Right to Buy) | \$ 11.33 | Â | Â | Â | Â | Â | 12/15/2004 | 12/15/2014 | Northwest Bancshares, Inc. | 11,470 |
| Option Plan (Right to Buy) | \$ 10.19 | Â | Â | Â | Â | Â | 01/19/2006 | 01/19/2015 | Northwest Bancshares, Inc. | 10,120 |
| Option Plan (Right to Buy) | \$ 9.86 | Â | Â | Â | Â | Â | 01/18/2007 | 01/18/2016 | Northwest Bancshares, Inc. | 10,120 |
| Option | \$ 11.51 | Â | Â | Â | Â | Â | 01/17/2008 | 01/17/2017 | Northwest | 10,120 |

| | | | | | | | | | | | |
|-------------------------------|----------|---|---|---|---|---|------------|------------|--|----------------------------|-------|
| Plan (Right to Buy) | | | | | | | | | | Bancshares, Inc. | |
| Option Plan (Right to Buy) | \$ 11.12 | Â | Â | Â | Â | Â | 01/16/2009 | 01/16/2018 | | Northwest Bancshares, Inc. | 10,12 |
| Option Plan (Right to Buy) | \$ 9.79 | Â | Â | Â | Â | Â | 11/19/2009 | 11/19/2018 | | Northwest Bancshares, Inc. | 10,12 |
| Option Plan (Right to Buy) | \$ 7.48 | Â | Â | Â | Â | Â | 02/18/2010 | 02/18/2019 | | Northwest Bancshares, Inc. | 10,12 |
| Option Plan (Right to Buy) | \$ 11.49 | Â | Â | Â | Â | Â | 01/20/2011 | 01/20/2020 | | Northwest Bancshares, Inc. | 13,00 |
| Option Plan (Right to Buy) | \$ 12.12 | Â | Â | Â | Â | Â | 01/19/2012 | 01/19/2021 | | Northwest Bancshares, Inc. | 13,00 |
| Option Plan (Right to Buy) | \$ 12.32 | Â | Â | Â | Â | Â | 05/18/2011 | 05/18/2021 | | Northwest Bancshares, Inc. | 52,00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUBER TIMOTHY A 100 LIBERTY STREET WARREN, PA 16365 | Â | Â | Â Exec. V.P., Chief Lending Offi | Â |

Signatures

Timothy A. Huber
01/31/2012

**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).

Edgar Filing: HUBER TIMOTHY A - Form 5

- (1) Includes 6703.370 shares acquired through dividend reinvestment since the last Form 5 filing.
- (2) Includes 541.300 shares acquired through dividend reinvestment since the last Form 5 filing.
- (3) Includes 182.430 shares acquired through dividend reinvestment since the last Form 5 filing.
- (4) Includes 45.330 shares acquired through dividend reinvestment since the last Form 5 filing.
- (5) Includes 3,070.26 shares acquired through payroll deductions into the company's 401-K Plan since the last Form 5 filing.
- (6) Includes 1116.29 shares acquired through the company's ESOP distributions since the last Form 5 filing.

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.