

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)

100 LIBERTY STREET

(Street)

WARREN, PA 16365

(City) (State) (Zip)

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

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

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)

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 <sup>(1)</sup> D \$ 0   | 129,640  | D  | Â   |
| Northwest Bancshares, Inc.      | 12/22/2010                           | 12/22/2010   | G                              | 400 <sup>(2)</sup> D \$ 0   | 129,240  | D  | Â   |
| Northwest Bancshares, Inc.      | 12/22/2010                           | 12/22/2010   | G                              | 600 <sup>(3)</sup> D \$ 0   | 128,640  | D  | Â   |

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|                            |            |            |   |              |   |      |         |   |     |
|----------------------------|------------|------------|---|--------------|---|------|---------|---|-----|
| Northwest Bancshares, Inc. | 12/22/2010 | 12/22/2010 | G | 1,825<br>(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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(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                         | 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<br>100 LIBERTY STREET<br>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

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