## Edgar Filing: CARR RICHARD L - Form 4

CARR RICHA	ARD L									
Form 4										
May 20, 2011	<b>4</b> UNITED ST	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							PROVAL 3235-0287	
Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed pursu Section 17(a)	NT OF CHANG	ES IN B SECURI (a) of the ity Holdi	ENEFIC TIES Securities ng Comp	STAL OV s Exchar any Act	nge A of 19	Act of 1934,	Number: Expires: Estimated a burden hour response		
(Print or Type Re	sponses)									
1. Name and Add CARR RICH	rson <u>*</u> 2. Issuer N Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	Northwes									
(Last)	(Month/Day	05/18/2011 —				_XDirector10% Owner Officer (give titleOther (specify below)				
			(Month/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WARREN, P.	A 16365					Pe	_ Form filed by Mo rson	ore than One Rep	porting	
(City)	(State) (Zi	p) Table	I - Non-De	rivative Se	curities A	cquir	ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Northwest Bancshares, Inc.	05/18/2011	05/18/2011	Code V	Amount 12,000 (1)	(D) F	Price 2.34	(Instr. 3 and 4) 12,000	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 12.32	05/18/2011	05/18/2011	А	30,000 (2)	05/18/2011	05/18/2021	Common Stock	30,000

## **Reporting Owners**

Reporting Owner Name / Addre	ess	Relationships				
	Director	10% Owner	Officer	Other		
CARR RICHARD L 100 LIBERTY STREET WARREN, PA 16365	Х					
Signatures						
Richard L. Carr	05/20/2011					

<u>\*\*</u>Signature of Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- \*\* 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 tenth of this grant of RRP shares will vest each year beginning May 18, 2011 and on each May 18th thereafter through May 18, 2020.
- (2) One tenth of this grant of stock options will vest each year beginning May 18, 2011 and on each May 18th of each year thereafter through May 18, 2020.

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.