

BOSSIDY LAWRENCE A  
Form 4  
February 01, 2013

**FORM 4**

**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).

**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 \*  
BOSSIDY LAWRENCE A

2. Issuer Name and Ticker or Trading Symbol  
BERKSHIRE HILLS BANCORP INC [BHLB]

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

(Last) (First) (Middle)  
24 NORTH STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/30/2013

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

PITTSFIELD, MA 01201  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/30/2013		M		11,510	A	\$ 22.3	17,552 <sup>(5)</sup>	D	
Common Stock	01/30/2013		A		1,244	A	\$ 0	1,244	I	By Stock Award VIII <sup>(4)</sup>
Common Stock								873 <sup>(5)</sup>	I	By Stock Award VII <sup>(1)</sup>
Common Stock								314 <sup>(4)</sup>	I	By Stock Award VI <sup>(2)</sup>

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Common Stock	0 <sup>(5)</sup>	I	By Stock Award V <sup>(3)</sup>
Common Stock	69,518	I	By Trust

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right-to-buy)	\$ 22.3	01/30/2013		M	11,510	01/30/2004	01/30/2013	Common Stock	11,
Stock Option (right-to-buy)	\$ 37.8					01/30/2007	01/30/2014	Common Stock	49

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOSSIDY LAWRENCE A 24 NORTH STREET PITTSFIELD, MA 01201		X		

## Signatures

/s/ Marc P. Levy, Pursuant to Power of Attorney  
 \*\*Signature of Reporting Person

02/01/2013  
 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) Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2011 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2013.
- (2) Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2003 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2012.
- (3) Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2003 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2011.
- (4) Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2011 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2014.
- (5) Since the reporting person's last report, 604 shares previously held through Stock Award V, 314 shares previously held through Stock Award VI, and 437 Shares previously held through Stock Award VII have vested and are now owned directly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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