

Johnston Linda  
 Form 4  
 November 19, 2010

**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 \*  
 Johnston Linda

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)  
 11/18/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP and Chief HR Officer

PITTSFIELD, MA 01201

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

(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)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/18/2010		M		10,348	A	\$ 16.75 15,409
Common Stock	11/18/2010		S		3,736	D	\$ 19.75 11,673
Common Stock	11/18/2010		S		700	D	\$ 19.77 10,973
Common Stock	11/18/2010		S		1,000	D	\$ 19.7703 9,973
Common Stock	11/18/2010		S		100	D	\$ 19.776 9,873

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Common Stock	11/18/2010	S	214	D	\$ 19.78	9,659	D	
Common Stock	11/18/2010	S	310	D	\$ 19.79	9,349	D	
Common Stock	11/18/2010	S	600	D	\$ 19.8	8,749	D	
Common Stock	11/18/2010	S	1	D	\$ 19.81	8,748	D	
Common Stock	11/18/2010	S	6	D	\$ 19.82	8,742	D	
Common Stock	11/18/2010	S	204	D	\$ 19.85	8,538	D	
Common Stock	11/18/2010	S	600	D	\$ 19.8501	7,938	D	
Common Stock	11/18/2010	S	100	D	\$ 19.857	7,838	D	
Common Stock	11/18/2010	S	1,077	D	\$ 19.88	6,761	D	
Common Stock	11/18/2010	S	100	D	\$ 19.8801	6,661	D	
Common Stock	11/18/2010	S	100	D	\$ 19.885	6,561	D	
Common Stock	11/18/2010	S	300	D	\$ 19.89	6,261	D	
Common Stock	11/18/2010	S	400	D	\$ 19.9	5,861	D	
Common Stock	11/18/2010	S	800	D	\$ 19.9001	5,061	D	
Common Stock						13,613	I	By 401(k)
Common Stock						748	I	By Stock Award I <u>(1)</u>
Common Stock						708	I	By Stock Award II <u>(2)</u>
Common Stock						1,417	I	By Stock Award III <u>(3)</u>
Common Stock						3,626	I	By Stock Award IV <u>(4)</u>

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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)
Stock Options	\$ 16.75	11/18/2010		M	10,348	01/30/2002 <sup>(5)</sup> 01/30/2011	Common Stock 10,348

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnston Linda 24 NORTH STREET PITTSFIELD, MA 01201			EVP and Chief HR Officer	

## Signatures

/s/ Linda Johnston 11/18/2010

\*\*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) Stock awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2003 Equity Compensation Plan vest in three equal annual installments commencing on January 30, 2009.
  - (2) Stock awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2003 Equity Compensation Plan vest in three equal annual installments commencing on January 30, 2010.
  - (3) Stock awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2003 Equity Compensation Plan vest in three equal annual installments commencing on January 30, 2010.
  - (4) Stock awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2003 Equity Compensation Plan vest in three equal annual installments commencing on January 30, 2011.

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(5) Stock options are fully vested and exercisable.

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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