

BERKSHIRE HILLS BANCORP INC  
Form 4  
October 31, 2016

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Dunlaevy James Williar

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)  
10/27/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/27/2016		M		19,540 A \$ 25.59	78,543	D
Common Stock	10/27/2016		S		3,175 D \$ 29.15	75,368	D
Common Stock	10/27/2016		S		4,225 D \$ 29.175	71,143	D
Common Stock	10/27/2016		S		2,245 D \$ 29.2	68,898	D
Common Stock	10/27/2016		S		4,495 D \$ 29.225	64,403	D

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Common Stock	10/27/2016	S	1,800	D	\$ 29.25	62,603	D	
Common Stock	10/27/2016	S	1,400	D	\$ 29.275	61,203	D	
Common Stock	10/27/2016	S	900	D	\$ 29.3	60,303	D	
Common Stock	10/27/2016	S	1,300	D	\$ 29.325	59,003	D	
Common Stock						400	I	By Stock Award III <sup>(1)</sup>
Common Stock						937	I	By Stock Award IV <sup>(2)</sup>
Common Stock						1,260	I	By Stock Award V <sup>(3)</sup>
Common Stock						5,226	I	By IRA
Common Stock						8,457	I	By Wife

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.**

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 25.59	10/27/2016		M	19,540	01/01/2008	11/29/2016	Common Stock	19,540
Stock Options	\$ 22.61					01/01/2009	03/04/2018	Common Stock	7,455

