

DALY MICHAEL P  
Form 4  
February 10, 2012

**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 \*  
DALY MICHAEL P

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)  
02/09/2012

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

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	02/09/2012		S		2	D	\$ 23.41 75,628
Common Stock	02/09/2012		S		100	D	\$ 23.36 75,528
Common Stock	02/09/2012		S		99	D	\$ 23.35 75,429
Common Stock	02/10/2012		S		100	D	\$ 22.48 75,329
Common Stock	02/10/2012		S		100	D	\$ 22.485 75,229

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Common Stock	02/10/2012	S	200	D	\$ 22.49	75,029	D
Common Stock	02/10/2012	S	200	D	\$ 22.492	74,829	D
Common Stock	02/10/2012	S	100	D	\$ 22.5	74,729	D
Common Stock	02/10/2012	S	276	D	\$ 22.505	74,453	D
Common Stock	02/10/2012	S	100	D	\$ 22.51	74,353	D
Common Stock	02/10/2012	S	300	D	\$ 22.515	74,053	D
Common Stock	02/10/2012	S	400	D	\$ 22.52	73,653	D
Common Stock	02/10/2012	S	100	D	\$ 22.5214	73,553	D
Common Stock	02/10/2012	S	100	D	\$ 22.522	73,453	D
Common Stock	02/10/2012	S	100	D	\$ 22.5221	73,353	D
Common Stock	02/10/2012	S	500	D	\$ 22.54	72,853	D
Common Stock	02/10/2012	S	100	D	\$ 22.542	72,753	D
Common Stock	02/10/2012	S	300	D	\$ 22.545	72,453	D
Common Stock	02/10/2012	S	600	D	\$ 22.55	71,853	D
Common Stock	02/10/2012	S	300	D	\$ 22.56	71,553	D
Common Stock	02/10/2012	S	100	D	\$ 22.565	71,453	D
Common Stock	02/10/2012	S	100	D	\$ 22.575	71,353	D
Common Stock	02/10/2012	S	124	D	\$ 22.579	71,229	D
Common Stock	02/10/2012	S	608	D	\$ 22.64	70,621	D
Common Stock	02/10/2012	S	14	D	\$ 22.65	70,607	D
						3,625	I

Common Stock				By Stock Award IX (1)
Common Stock	3,927		I	By Stock Award X (2)
Common Stock	5,674		I	By Stock Award XI (3)
Common Stock	19,790		I	By 401(k)

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right-to-buy)	\$ 22.3					01/30/2004 <sup>(4)</sup> 01/30/2013	Common Stock	41,48	
Stock Option (right-to-buy)	\$ 37.8					01/30/2006 <sup>(4)</sup> 01/30/2014	Common Stock	6,00	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DALY MICHAEL P 24 NORTH STREET PITTSFIELD, MA 01201	X		President and CEO	

## Signatures

/s/ Marc P. Levy, Pursuant to Power of  
Attorney

02/10/2012

\_\_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, 2011.
- (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, 2012.
- (3) Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2011 Equity Compensation Plan vest in three equal annual installments commencing on January 30, 2013.
- (4) 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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