

BERKSHIRE HILLS BANCORP INC  
 Form 4  
 February 02, 2016

**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 \*  
 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)  
 01/30/2016

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 Ownership (Instr. 4) |       |   |                        |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |       |   |                        |
| Common Stock                    | 01/30/2016                           |  | A                              |   | 1,260   | A  | \$ 0                              | 1,260 | I | By Stock Award V (4)   |
| Common Stock                    |                                      |  |                                |   | 0   | (5)  |                                   |       | I | By Stock Award II (1)  |
| Common Stock                    |                                      |  |                                |   | 400   | (5)  |                                   |       | I | By Stock Award III (2) |
| Common Stock                    |                                      |  |                                |   | 937   | (5)  |                                   |       | I | By Stock Award IV      |

|              |                       |   |            |
|--------------|-----------------------|---|------------|
| Common Stock | 59,003 <sup>(5)</sup> | D | <u>(3)</u> |
| 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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(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) | 8. P. Der. Sec. (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Stock Options                              | \$ 22.61   |                                      |  |                                |   | 01/01/2009 03/04/2018                                    | Common Stock  | 7,455                      |                            |
| Stock Options                              | \$ 25.59   |                                      |  |                                |   | 01/01/2008 11/29/2016                                    | Common Stock  | 129,183                    |                            |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Dunlaevy James Williar<br>24 NORTH STREET<br>PITTSFIELD, MA 01201 | X             |           |         |       |

## Signatures

/s/ Marc P. Levy, pursuant to power of attorney

02/02/2016

\_\_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. 2011 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2014.
- (2) Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2011 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2015.
- (3) Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2013 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2016.
- (4) Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2013 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2017.
- (5) Since the reporting person's last report, 414 shares previously held through Stock Award II, 400 shares previously held through Stock Award III and 469 shares previously held through Stock Award IV 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. 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.