

BERKSHIRE HILLS BANCORP INC

Form SC 13G/A

February 05, 2007

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

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 6)\*

BERKSHIRE HILLS BANCORP, INC.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

084680107

-----  
(CUSIP Number)

December 31, 2006

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 084680107

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1. NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY). Berkshire  
Bank Foundation f/k/a/ Berkshire Hills Foundation  
04-3521179  
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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)  /  /  
(b)  /  /  
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3. SEC USE ONLY  
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4. CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Delaware  
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NUMBER OF 5. SOLE VOTING POWER  
SHARES 446,570  
BENEFICIALLY  
OWNED BY  
EACH

6. SHARED VOTING POWER  
0  
-----

REPORTING 7. SOLE DISPOSITIVE POWER  
PERSON 446,570  
WITH  
-----

8. SHARED DISPOSITIVE POWER  
0  
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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
446,570  
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10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)  
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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.1% of 8,708,404 shares of Common Stock outstanding  
as of December 31, 2006.  
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12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
CO  
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BERKSHIRE BANK FOUNDATION F/K/A BERKSHIRE HILLS FOUNDATION

SCHEDULE 13G/A

ITEM 1.

(a) Name of Issuer:

Berkshire Hills Bancorp, Inc.

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(b) Address of Issuer's Principal Executive Offices:

24 North Street  
P.O. Box 1308  
Pittsfield, Massachusetts 01202-1308

ITEM 2.

(a) Name of Person Filing:

Berkshire Bank Foundation f/k/a Berkshire Hills Foundation

(b) Address of Principal Business Office or, if none, Residence:

24 North Street  
P.O. Box 1308  
Pittsfield, Massachusetts 01202-1308

(c) Citizenship:

See Page 2, Item 4.

(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

(e) CUSIP Number:

See Page 1.

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

Items (a)-(j) are not applicable.

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: See Page 2, Item 9.

(b) Percent of class: See Page 2, Item 11.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 446,570  
Pursuant to the Foundation's Certificate of Incorporation, the shares must be voted in the same ratio as all other shares of common stock on all proposals considered by stockholders.

(ii) Shared power to vote or to direct the vote:  
See Page 2, Item 6.



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February 5, 2007

-----  
Date

/s/ Michael P. Daly

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Signature

Michael P. Daly  
President

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Name/Title

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