BERKSHIRE HILLS BANCORP INC

Form 4 May 12, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5

obligations may continue.

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

response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Burton Thomas			2. Issuer Name and Ticker or Trading Symbol BERKSHIRE HILLS BANCORP	5. Relationship of Reporting Person(s) to Issuer			
			INC [BHLB]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner Officer (give title Other (specify			
24 NORTH STREET			05/10/2016	below) below)			

PITTSFIELD, MA 01201

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City)	(State) (Z	Zip) Table	e I - Non-De	erivative Securities A	acquired, Disposed	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Cocurity	(Month/Day/Vear)	Execution Data if	Transactio	n A cquired (A) or	Securities	Form: Direct	Indiract

Security	ty (Month/Day/Year) Execution Date, if				nAcquired	l (A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code Disposed of (D)		Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr.	8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
						(A)		Reported		
						or		Transaction(s)		
			Code	V	Amount		Price	(Instr. 3 and 4)		
Common										
Stock	05/10/2016		W	V	4,050	D	\$0	0	I	By Spouse
Stock										
Common	05/10/2016		W	V	4,050	٨	\$0	46,270	D	
Stock	03/10/2010		vv	V	4,030	A	φU	40,270	D	
C										
Common								5,670	I	By IRA
Stock								-,		J
Common										
Stock								10,530	I	By 401(k)
SIUCK										
Common								1.260	т	Stock
Stock								1,260	I	Award I (1)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	r. 8) Derivative			Secur	ities	(Instr. 5)]
		Derivative				Securities	1		(Instr.	3 and 4)		(
		Security				Acquired]
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
						Date	Expiration	Title	Number			
						Exercisable	Date	11110	of			
					Code V	(A) (D)				Shares		
					Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Burton Thomas							
24 NORTH STREET	\mathbf{V}						

24 NORTH STREET X

PITTSFIELD, MA 01201

Signatures

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

05/12/2016

**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) Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2013 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2017.

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.

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