Johnston Linda Form 4 November 19, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

Form filed by More than One Reporting

Person

January 31, 2005

0.5

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Johnston Linda Issuer Symbol BERKSHIRE HILLS BANCORP (Check all applicable) INC [BHLB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify \_X\_\_ Officer (give title (Month/Day/Year) below) 24 NORTH STREET 11/18/2010 EVP and Chief HR Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

#### PITTSFIELD, MA 01201

(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)	3. 4. Securities Acquired (A)  Fransactiom Disposed of (D)  Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(IIIsu: +)	
Common Stock	11/18/2010		M	10,348	A	\$ 16.75	15,409	D	
Common Stock	11/18/2010		S	3,736	D	\$ 19.75	11,673	D	
Common Stock	11/18/2010		S	700	D	\$ 19.77	10,973	D	
Common Stock	11/18/2010		S	1,000	D	\$ 19.7703	9,973	D	
Common Stock	11/18/2010		S	100	D	\$ 19.776	9,873	D	

Common Stock	11/18/2010	S	214	D	\$ 19.78	9,659	D	
Common Stock	11/18/2010	S	310	D	\$ 19.79	9,349	D	
Common Stock	11/18/2010	S	600	D	\$ 19.8	8,749	D	
Common Stock	11/18/2010	S	1	D	\$ 19.81	8,748	D	
Common Stock	11/18/2010	S	6	D	\$ 19.82	8,742	D	
Common Stock	11/18/2010	S	204	D	\$ 19.85	8,538	D	
Common Stock	11/18/2010	S	600	D	\$ 19.8501	7,938	D	
Common Stock	11/18/2010	S	100	D	\$ 19.857	7,838	D	
Common Stock	11/18/2010	S	1,077	D	\$ 19.88	6,761	D	
Common Stock	11/18/2010	S	100	D	\$ 19.8801	6,661	D	
Common Stock	11/18/2010	S	100	D	\$ 19.885	6,561	D	
Common Stock	11/18/2010	S	300	D	\$ 19.89	6,261	D	
Common Stock	11/18/2010	S	400	D	\$ 19.9	5,861	D	
Common Stock	11/18/2010	S	800	D	\$ 19.9001	5,061	D	
Common Stock						13,613	I	By 401(k)
Common Stock						748	I	By Stock Award I
Common Stock						708	I	By Stock Award II
Common Stock						1,417	I	By Stock Award III
Common Stock						3,626	I	By Stock Award IV

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

3. Transaction Date 3A. Deemed

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5. Number of 6. Date Exercisable and

SEC 1474 (9-02)

7. Title and Amount of

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

Derivative Security	Conversion or Exercise	(Month/Day/Year)	Execution Date, if any	TransactionDerivative Code Securities			Expiration Date (Month/Day/Year	Underlying Securities (Instr. 3 and 4)		
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)			(Month Day) Tear	,	(msu. 5 and	<del>"</del> )
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Options	\$ 16.75	11/18/2010		M		10,348	01/30/2002(5)	01/30/2011	Common Stock	10,348

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Johnston Linda

1. Title of 2.

24 NORTH STREET EVP and Chief HR Officer

PITTSFIELD, MA 01201

## **Signatures**

/s/ Linda Johnston 11/18/2010

\*\*Signature of Date
Reporting Person

## **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, 2009.
- (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, 2010.
- (3) Stock awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2003 Equity Compensation Plan vest in three equal annual installments commencing on January 30, 2010.
- (4) 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.

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(5) 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. 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.