

BERKSHIRE HILLS BANCORP INC

Form 4

June 15, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 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 *
 DAVIES JOHN B

2. Issuer Name **and** Ticker or Trading
 Symbol
 BERKSHIRE HILLS BANCORP
 INC [(BHL)]

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)
 06/01/2005

☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/01/2005		A		1,763	A	<u>11</u> 1,763
Common Stock	06/01/2005		A		250	A	<u>2</u> 250

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

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 information contained in this form are not
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SEC 1474
 (9-02)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right-to-buy)	\$ 21.1	06/01/2005		A		16,361		06/01/2005	11/20/2012	Common Stock	16,361
Stock Option (right-to-buy)	\$ 21.6	06/01/2005		A		3,600		06/01/2005	01/27/2013	Common Stock	3,600
Stock Option (right-to-buy)	\$ 37.25	06/01/2005		A		1,000		06/01/2005	01/30/2014	Common Stock	1,000
Stock Option (right-to-buy)	\$ 31.2	06/01/2005		A		660		06/01/2005	06/07/2014	Common Stock	660

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIES JOHN B 24 NORTH STREET PITTSFIELD, MA 01201	X			

Signatures

/s/ Davies, John
B. 06/15/2005

**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).

Received in exchange for 1,763 shares of Woronoco Bancorp, Inc. common stock in connection with the merger of Woronoco Bancorp, Inc. into Berkshire Hills Bancorp, Inc. (the "Merger"). On the effective date of the Merger, the closing price of Berkshire Hills Bancorp, Inc. was \$31.98.

Received in exchange for 250 shares of Woronoco Bancorp, Inc. common stock in connection with the merger of Woronoco Bancorp, Inc. into Berkshire Hills Bancorp, Inc. (the "Merger"). On the effective date of the Merger, the closing price of Berkshire Hills Bancorp, Inc. was \$31.98.

(3) Received in the Merger in exchange for stock options to acquire 16,361 shares of Berkshire Hills Bancorp, Inc. for \$21.10 per share.

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- (4) Received in the Merger in exchange for stock options to acquire 3,600 shares of Berkshire Hills Bancorp, Inc. for \$21.60 per share.
- (5) Received in the Merger in exchange for stock options to acquire 1,000 shares of Berkshire Hills Bancorp, Inc. for \$37.25 per share.
- (6) Received in the Merger in exchange for stock options to acquire 600 shares of Berkshire Hills Bancorp, Inc. for \$31.20 per share.

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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