MAHONEY CORNELIUS D

Form 4

February 01, 2012

FORM 4

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

OMB

Estimated average

burden hours per

Check this box if no longer subject to

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

3235-0287 Number: January 31, Expires:

2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 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

2. Issuer Name and Ticker or Trading

BERKSHIRE HILLS BANCORP

Symbol

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MAHONEY CORNELIUS D

			INC [BHLB]					(Check an applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 01/30/2012					_X_ Director Officer (gives below)	we title 10% Owner Other (specify below)		
				. If Amendment, Date Original iled(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) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any	emed on Date, if 'Day/Year)	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (E))	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)	
Common Stock	01/30/2012			A	1,310	A	\$0	1,310	I	By Stock Award V	
Common Stock								35,919 <u>(4)</u>	D		
Common Stock								628 (4)	I	By Stock Award IV	
Common Stock								604 (4)	I	By Stock Award III	

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Common Stock	675	I	By Daughter
Common Stock	675	I	By Son

(e.g., puts, calls, warrants, options, convertible securities)

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.

SEC 1474

(9-02)

Stock

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	sable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	of	(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e			
	Derivative				Securities				
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
									Amount
						Date	Expiration	Title	or
				Code V	(A) (D)	Exercisable	Date	Title	Number of Shares
Stock Option	\$ 37.25					06/01/2005	01/30/2014	Common	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MAHONEY CORNELIUS D 24 NORTH STREET PITTSFIELD, MA 01201	X						

Signatures

(right-to-buy)

/s/ Marc P. Levy, Pursuant to Power of Attorney 02/01/2012

**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)

Reporting Owners 2

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Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2003 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2011.

- (2) Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2003 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2012.
- (3) Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2011 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2013.
- (4) Since the reporting person's last report, 604 Shares previously held through Stock Award III and 315 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.