

Johnston Linda
 Form 4
 November 19, 2010

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

OMB APPROVAL

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Check this box 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 *
 Johnston Linda

2. Issuer Name and Ticker or Trading Symbol
 BERKSHIRE HILLS BANCORP INC [BHLB]

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)
 11/18/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and Chief HR Officer

PITTSFIELD, MA 01201

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

(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) | 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 | (D) | Price |
| Common Stock | 11/18/2010 | | M | | 10,348 | A | \$ 16.75 15,409 |
| Common Stock | 11/18/2010 | | S | | 3,736 | D | \$ 19.75 11,673 |
| Common Stock | 11/18/2010 | | S | | 700 | D | \$ 19.77 10,973 |
| Common Stock | 11/18/2010 | | S | | 1,000 | D | \$ 19.7703 9,973 |
| Common Stock | 11/18/2010 | | S | | 100 | D | \$ 19.776 9,873 |

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| | | | | | | | | |
|--------------|------------|---|-------|---|------------|--------|---|-------------------------------|
| 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 <u>(1)</u> |
| Common Stock | | | | | | 708 | I | By Stock Award II <u>(2)</u> |
| Common Stock | | | | | | 1,417 | I | By Stock Award III <u>(3)</u> |
| Common Stock | | | | | | 3,626 | I | By Stock Award IV <u>(4)</u> |

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

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(9-02)

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| 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 24 NORTH STREET PITTSFIELD, MA 01201 | | | EVP and Chief HR Officer | |

Signatures

/s/ Linda Johnston 11/18/2010

**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) 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.

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