

WELLS ROBERT A
Form 4
November 14, 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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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 *
WELLS ROBERT A

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)
11/10/2005

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	11/10/2005		M	580 D \$ 16.75	23,966	D	
Common Stock	11/10/2005		S	580 D \$ 32.5	23,386	D	
Common Stock	11/11/2005		M	1,644 A \$ 16.75	25,030	D	
Common Stock	11/11/2005		S	1,644 D \$ 32.5	23,386	D	
Common Stock					26,985	I	By 401(k)

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Common Stock	3,375	I	By ESOP
Common Stock	1,100	I	By Spouse
Common Stock	7,366	I	By Stock Award <u>(1)</u>
Common Stock	287	I	By Stock Award II <u>(2)</u>

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

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SEC 1474
(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 Security (Instr. 3 and 4)
Stock Option (right-to-buy) <u>(3)</u>	\$ 16.75	11/10/2005		M	580	01/30/2002 ⁽⁴⁾ 01/30/2011	Common Stock 5
Stock Option (right-to-buy) <u>(3)</u>	\$ 16.75	11/11/2005		M	1,644	01/30/2002 ⁽⁴⁾ 01/30/2011	Common Stock 1,
Stock Option (right-to-buy)	\$ 37.8					01/30/2007 01/30/2014	Common Stock 4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				X

WELLS ROBERT A
24 NORTH STREET
PITTSFIELD, MA 01201

Signatures

By: /s/ Gerald A. Denmark, Power of
Attorney

11/14/2005

**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).
- (1) Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2001 Stock-Based Incentive Plan vest in five equal annual installments commencing on January 30, 2002.
- (2) Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2003 Equity Compensation Plan will vest on January 30, 2007.
- (3) These options were reported in prior reports on two separate line items. However, the options have the same date of grant, exercise price and vesting conditions and accordingly, are now combined on one line item.
- (4) Stock Options granted pursuant to the Berkshire Hills Bancorp, Inc. 2001 Stock-Based Incentive Plan vest in five equal annual installments commencing on January 30, 2002.

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.