

Phelps David E  
 Form 4  
 February 04, 2010

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

OMB APPROVAL

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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 \*  
 Phelps David E

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)

BERKSHIRE HILLS BANCORP INC, 24 NORTH STREET

3. Date of Earliest Transaction (Month/Day/Year)  
 01/30/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/03/2010		P	200 A \$ 16.83	2,848 <sup>(3)</sup>	D	
Common Stock	02/03/2010		P	100 A \$ 16.85	2,948 <sup>(3)</sup>	D	
Common Stock	01/30/2010		A	1,813 A \$ 0	1,813 <sup>(3)</sup>	I	By Stock Award IV <sup>(2)</sup>
Common Stock					448 <sup>(3)</sup>	I	By Stock Award III <sup>(1)</sup>



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(3) Since the reporting person's last report, 1,231 shares previously held through stock awards have vested and are now owned directly.

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