

BERKSHIRE HILLS BANCORP INC

Form 4

November 10, 2016

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dunlaevy James Williar

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)
11/09/2016

☒ 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	11/09/2016		M		30,000	A	\$ 25.59	89,003	D	
Common Stock	11/09/2016		S		1,000	D	\$ 30.04	88,003	D	
Common Stock	11/09/2016		S		4,600	D	\$ 30.05	83,403	D	
Common Stock	11/09/2016		S		1,000	D	\$ 30.09	82,403	D	
Common Stock	11/09/2016		S		300	D	\$ 30.1	82,103	D	

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Common Stock	11/09/2016	S	100	D	\$ 30.15	82,003	D	
Common Stock	11/09/2016	S	2,000	D	\$ 30.15	80,003	D	
Common Stock	11/09/2016	S	400	D	\$ 30.2	79,603	D	
Common Stock	11/09/2016	S	300	D	\$ 30.25	79,303	D	
Common Stock	11/09/2016	S	200	D	\$ 30.3	79,103	D	
Common Stock	11/09/2016	S	300	D	\$ 30.35	78,803	D	
Common Stock	11/09/2016	S	200	D	\$ 30.38	78,603	D	
Common Stock	11/09/2016	S	4,600	D	\$ 30.4	74,003	D	
Common Stock	11/09/2016	S	10,695	D	\$ 30.6	63,308	D	
Common Stock	11/09/2016	S	1,205	D	\$ 30.65	62,103	D	
Common Stock	11/09/2016	S	1,200	D	\$ 30.7	60,903	D	
Common Stock	11/09/2016	S	400	D	\$ 30.73	60,503	D	
Common Stock	11/09/2016	S	1,300	D	\$ 30.75	59,203	D	
Common Stock	11/09/2016	S	100	D	\$ 30.8	59,103	D	
Common Stock	11/09/2016	S	100	D	\$ 30.85	59,003	D	
Common Stock						400	I	By Stock Award III ⁽¹⁾
Common Stock						937	I	By Stock Award IV ⁽²⁾
Common Stock						1,260	I	By Stock Award V ⁽³⁾
Common Stock						5,226	I	By IRA

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Common Stock 8,457 I By Wife

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 25.59	11/09/2016		M	30,000	01/01/2008 11/29/2016	Common Stock 30,000
Stock Options	\$ 22.61					01/01/2009 03/04/2018	Common Stock 7,455

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunlaevy James Williar 24 NORTH STREET PITTSFIELD, MA 01201		X		

Signatures

/s/ Marc P. Levy, pursuant to power of attorney

11/10/2016

__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. 2011 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2015.
- (2)

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Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2013 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2016.

- (3) Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2013 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2017.

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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