

O'Rourke Allison  
 Form 4  
 February 01, 2018

**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 \*  
 O'Rourke Allison

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)  
 01/30/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/30/2018		F	201 D \$ 37.65	2,697 <sup>(6)</sup>	D	
Common Stock	01/30/2018		A	896 A \$ 0	896	I	By Stock Award V <sup>(4)</sup>
Common Stock					717	I	By Stock Award II <sup>(1)</sup>
Common Stock					300 <sup>(6)</sup>	I	By Stock Award III <sup>(2)</sup>

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Common Stock	563 <sup>(6)</sup>	I	By Stock Award IV <sup>(3)</sup>
Common Stock	434 <sup>(5)</sup>	I	By 401(k)

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

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**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Rourke Allison 24 NORTH STREET PITTSFIELD, MA 01201			Executive Vice President	

## Signatures

/s/ Marc Levy, pursuant to Power of Attorney  
02/01/2018

\*\*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. 2013 Equity Compensation Plan vest 50% in three equal annual installments beginning on April 1, 2016 with the remaining 50% vesting on April 1, 2018.

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- (2) 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.
- (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, 2018.
- (4) Stock Awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2013 Equity Compensation Plan vest in three equal annual installments beginning on January 30, 2019.
- (5) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (6) Since the reporting person's last report, 300 shares previously held through Stock Award III and 281 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.

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