

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

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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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |          |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|----------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                                          |          |
| Common<br>Stock                       | 11/09/2016                              |                                                             | M                                       |                                                                         | 30,000                                                                                                             | A                                                                    | \$<br>25.59                                                                    | 89,003 D |
| Common<br>Stock                       | 11/09/2016                              |                                                             | S                                       |                                                                         | 1,000                                                                                                              | D                                                                    | \$<br>30.04                                                                    | 88,003 D |
| Common<br>Stock                       | 11/09/2016                              |                                                             | S                                       |                                                                         | 4,600                                                                                                              | D                                                                    | \$<br>30.05                                                                    | 83,403 D |
| Common<br>Stock                       | 11/09/2016                              |                                                             | S                                       |                                                                         | 1,000                                                                                                              | D                                                                    | \$<br>30.09                                                                    | 82,403 D |
| Common<br>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 <sup>(1)</sup> |
| Common Stock |            |   |        |   |          | 937    | I | By Stock Award IV <sup>(2)</sup>  |
| Common Stock |            |   |        |   |          | 1,260  | I | By Stock Award V <sup>(3)</sup>   |
| 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>24 NORTH STREET<br>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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