

BERKSHIRE HILLS BANCORP INC  
 Form 4  
 June 15, 2005

**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 \*  
 DAVIES JOHN B

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)  
 06/01/2005

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	06/01/2005		A		1,763	A	1,763	D
Common Stock	06/01/2005		A		250	A	250	I
								By IRA

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right-to-buy)	\$ 21.1	06/01/2005		A	16,361	06/01/2005 11/20/2012	Common Stock	16,361
Stock Option (right-to-buy)	\$ 21.6	06/01/2005		A	3,600	06/01/2005 01/27/2013	Common Stock	3,600
Stock Option (right-to-buy)	\$ 37.25	06/01/2005		A	1,000	06/01/2005 01/30/2014	Common Stock	1,000
Stock Option (right-to-buy)	\$ 31.2	06/01/2005		A	660	06/01/2005 06/07/2014	Common Stock	660

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIES JOHN B 24 NORTH STREET PITTSFIELD, MA 01201	X			

## Signatures

/s/ Davies, John  
B. 06/15/2005

\*\*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).

Received in exchange for 1,763 shares of Woronoco Bancorp, Inc. common stock in connection with the merger of Woronoco Bancorp, Inc. into Berkshire Hills Bancorp, Inc. (the "Merger"). On the effective date of the Merger, the closing price of Berkshire Hills Bancorp, Inc. was \$31.98.

Received in exchange for 250 shares of Woronoco Bancorp, Inc. common stock in connection with the merger of Woronoco Bancorp, Inc. into Berkshire Hills Bancorp, Inc. (the "Merger"). On the effective date of the Merger, the closing price of Berkshire Hills Bancorp, Inc. was \$31.98.

(3) Received in the Merger in exchange for stock options to acquire 16,361 shares of Berkshire Hills Bancorp, Inc. for \$21.10 per share.

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- (4) Received in the Merger in exchange for stock options to acquire 3,600 shares of Berkshire Hills Bancorp, Inc. for \$21.60 per share.
- (5) Received in the Merger in exchange for stock options to acquire 1,000 shares of Berkshire Hills Bancorp, Inc. for \$37.25 per share.
- (6) Received in the Merger in exchange for stock options to acquire 600 shares of Berkshire Hills Bancorp, Inc. for \$31.20 per share.

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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