

MILLER CATHERINE B
 Form 4
 November 29, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 MILLER CATHERINE B

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)
 11/24/2010

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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/24/2010 | | S | | 100 | D | \$ 20.15 13,527 |
| Common Stock | 11/24/2010 | | S | | 100 | D | \$ 20.16 13,427 |
| Common Stock | 11/24/2010 | | S | | 200 | D | \$ 20.17 13,227 |
| Common Stock | 11/24/2010 | | S | | 100 | D | \$ 20.18 13,127 |
| Common Stock | 11/24/2010 | | S | | 100 | D | \$ 20.19 13,027 |

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| | | | | | | | | |
|--------------|------------|---|-----|---|------------|--------|---|----------------------------------|
| Common Stock | 11/24/2010 | S | 5 | D | \$ 20.21 | 13,022 | D | |
| Common Stock | 11/24/2010 | S | 110 | D | \$ 20.2 | 12,912 | D | |
| Common Stock | 11/24/2010 | S | 100 | D | \$ 20.2001 | 12,812 | D | |
| Common Stock | 11/24/2010 | S | 50 | D | \$ 20.14 | 12,762 | D | |
| Common Stock | | | | | | 1,813 | I | By Stock Award V ⁽²⁾ |
| Common Stock | | | | | | 448 | I | By Stock Award IV ⁽¹⁾ |
| Common Stock | | | | | | 1,031 | I | By Spouse |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|
| Stock Option (right-to-buy) | \$ 37.8 | | | | | Date Exercisable: 01/30/2007 Expiration Date: 01/30/2014 | Common Stock 495 ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

Reporting Owners

Director 10% Owner Officer Other

MILLER CATHERINE B
24 NORTH STREET
PITTSFIELD, MA 01201

X

Signatures

/s/ Marc P. Levy, Pursuant to Power of
Attorney

11/29/2010

__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. 2003 Equity Compensation Plan vest in three equal annual installments commencing on January 30, 2009.

(2) Stock awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2003 Equity Compensation Plan vest in three equal annual installments commencing on January 30, 2011.

(3) Non-Statutory Stock Options are fully vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.