

Sheehan Patrick J
Form 4
March 19, 2019

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 *
Sheehan Patrick J

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)

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2019

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

24 NORTH STREET

(Street)

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

PITTSFIELD, MA 01201

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/15/2019		S		400	D	\$ 30.49	62,772	I	By Living Trust
Common Stock	03/15/2019		S		3,530	D	\$ 30.5	59,242	I	By Living Trust
Common Stock	03/15/2019		S		500	D	\$ 30.505	58,742	I	By Living Trust
Common Stock	03/15/2019		S		3,826	D	\$ 30.51	54,916	I	By Living Trust
Common Stock	03/15/2019		S		170	D	\$ 30.515	54,746	I	By Living Trust

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Common Stock	03/15/2019	S	2,076	D	\$ 30.52	52,670	I	By Living Trust
Common Stock	03/15/2019	S	4,488	D	\$ 30.53	48,182	I	By Living Trust
Common Stock	03/15/2019	S	100	D	\$ 30.535	48,082	I	By Living Trust
Common Stock	03/15/2019	S	3,820	D	\$ 30.54	44,262	I	By Living Trust
Common Stock	03/15/2019	S	2,067	D	\$ 30.55	42,195	I	By Living Trust
Common Stock	03/15/2019	S	100	D	\$ 30.555	42,095	I	By Living Trust
Common Stock	03/15/2019	S	2,789	D	\$ 30.56	39,306	I	By Living Trust
Common Stock	03/15/2019	S	200	D	\$ 30.5601	39,106	I	By Living Trust
Common Stock	03/15/2019	S	3,431	D	\$ 30.57	35,675	I	By Living Trust
Common Stock	03/15/2019	S	5,103	D	\$ 30.58	30,572	I	By Living Trust
Common Stock	03/15/2019	S	200	D	\$ 30.585	30,372	I	By Living Trust
Common Stock	03/15/2019	S	898	D	\$ 30.59	29,474	I	By Living Trust
Common Stock	03/15/2019	S	100	D	\$ 30.595	29,374	I	By Living Trust
Common Stock	03/15/2019	S	1,600	D	\$ 30.6	27,774	I	By Living Trust
Common Stock	03/15/2019	S	1,100	D	\$ 30.61	26,674	I	By Living Trust
Common Stock	03/15/2019	S	402	D	\$ 30.62	26,272	I	By Living Trust
Common Stock	03/15/2019	S	700	D	\$ 30.63	25,572	I	By Living Trust
Common Stock	03/15/2019	S	100	D	\$ 30.635	25,472	I	By Living Trust
Common Stock	03/15/2019	S	900	D	\$ 30.64	24,572	I	By Living Trust
Common Stock	03/15/2019	S	200	D	\$ 30.65	24,372	I	By Living Trust
						2,226	D	

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Common
Stock

Common
Stock

Common
Stock

Common
Stock

329

I

By Stock
Award II
(1)

620

I

By Stock
Award III
(2)

1,613

I

By Stock
Award IV
(3)

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sheehan Patrick J 24 NORTH STREET PITTSFIELD, MA 01201	X			

Signatures

/s/ Megan McKinney, pursuant to power of
attorney

03/19/2019

__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 in three equal annual installments beginning on January 30, 2018.
- (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, 2019.
- (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, 2020.

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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