#### Edgar Filing: BERKSHIRE HILLS BANCORP INC - Form 4

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BERKSHIRE Form 4 June 15, 2003	E HILLS BANCOR	P INC							
							OMB A	OMB APPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287	
Check thi if no long subject to Section 10 Form 4 or	GES IN BENEFICIAL OWNERSHIP OF SECURITIES				Expires: Estimated a burden hou response	rs per			
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)								
TEMPLETON D JEFFREY Symbol BERKS			. Issuer Name <b>and</b> Ticker or Trading mbol ERKSHIRE HILLS BANCORP [C [(BHL)]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 24 NORTH	(First) (Mide STREET	dle) 3. Date of (Month/D	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2005			X Director Officer (give below)	e title 10% Owner Other (specify below)		
Filed(Month/Day/Year)       Applicable Line)         _X_ Form filed by G					One Reporting Po	nt/Group Filing(Check ne Reporting Person ore than One Reporting			
	<b>D</b> , MA 01201						Person		1 0
(City)	(State) (Zij	p) Tabl	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)			(Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	l (A) o l of (D	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	06/01/2005		А	9,523	А	<u>(1)</u>	9,523	D	

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.

 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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securi
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Sl
Stock Option (right-to-buy)	\$ 9.6875	06/01/2005		А	16,361	06/01/2005	10/27/2009	Common Stock	16,
Stock Option (right-to-buy)	\$ 21.6	06/01/2005		А	3,600	06/01/2005	01/27/2013	Common Stock	3,6
Stock Option (right-to-buy)	\$ 37.25	06/01/2005		А	1,000	06/01/2005	01/30/2014	Common Stock	1,0
Stock Option (right-to-buy)	\$ 31.2	06/01/2005		А	660	06/01/2005	06/07/2014	Common Stock	60

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
TEMPLETON D JEFFREY 24 NORTH STREET PITTSFIELD, MA 01201	Х					
Signatures						

/s/ Templeton, D. Jeffrey	06/15/2005		
<u>**</u> 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 9,523 shares of Woronoco Bancorp, Inc. common stock in connection with the merger of Woronoco Bancorp, (1) 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.

- (2) Received in the Merger in exchange for stock options to acquire 16,361 shares of Berkshire Hills Bancorp, Inc. for \$9.6875 per share.
- (3) Received in the Merger in exchange for stock options to acquire 3,600 shares of Berkshire Hills Bancorp, Inc. for \$21.60 per share.
- (4) Received in the Merger in exchange for stock options to acquire 1,000 shares of Berkshire Hills Bancorp, Inc. for \$37.25 per share.
- (5) 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. 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.