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BERKSHIRE HILLS BANCORP INC

Form 8-K

January 27, 2005

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

FORM 8-K  
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) January 26, 2005  
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BERKSHIRE HILLS BANCORP, INC.  
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(Exact name of registrant as specified in its charter)

Delaware ----- (State or other jurisdiction of incorporation)	1-15781 ----- (Commission File Number)	04-3510455 ----- (IRS Employer Identification No.)
24 North Street, Pittsfield, Massachusetts ----- (Address of principal executive offices)		01201 ----- (Zip Code)
Registrant's telephone number, including area code:		(413) 443-5601 -----

Not Applicable  
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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- [X] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- [ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- [ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.  
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On January 26, 2005, Berkshire Hills Bancorp, Inc., the holding company for Berkshire Bank, announced: (1) its financial results for the quarter and year ended December 31, 2004; (2) the declaration of a quarterly dividend of \$0.12 per share; and (3) that its 2005 annual meeting of stockholders will be held on May 5, 2005. The press release containing these announcements is filed as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.  
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- (a) Financial Statements of Businesses Acquired: Not applicable
- (b) Pro Forma Financial Information: Not applicable
- (c) Exhibits

Number -----	Description -----
99.1	Press Release Dated January 26, 2005

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BERKSHIRE HILLS BANCORP, INC.

Dated: January 26, 2005

By: /s/ Wayne F. Patenaude  
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Wayne F. Patenaude  
Senior Vice President and  
Chief Financial Officer