

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2003-02-10**
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FILED BY

BERKSHIRE BANK EMPLOYEE STOCK OWNERSHIP PLAN

CIK: **1133472** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A**

Business Address
*BERKSHIRE BANK
24 NORTH STREET
METTSFIELD MA 01201
4134435601*

SUBJECT COMPANY

BERKSHIRE HILLS BANCORP INC

CIK: **1108134** | IRS No.: **043510455**
Type: **SC 13G/A** | Act: **34** | File No.: **005-60595** | Film No.: **03547174**
SIC: **6036** Savings institutions, not federally chartered

Mailing Address
*24 NORTH ST
PITTSFIELD MA 01201*

Business Address
*24 NORTH ST.
PITTSFIELD MA 01201
4134435601*

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 3) *

Berkshire Hills Bancorp, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

084680107

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of

1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

2

CUSIP No. 084680107

1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).
Berkshire Bank Employee Stock Ownership Plan

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) /___/
(b) /___/

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
State chartered stock savings institution's employee stock benefit plan organized in Massachusetts.

NUMBER OF 5. SOLE VOTING POWER
SHARES 529,946

BENEFICIALLY
OWNED BY

EACH 6. SHARED VOTING POWER
REPORTING 81,740
PERSON

WITH 7. SOLE DISPOSITIVE POWER
611,686

8. SHARED DISPOSITIVE POWER
0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
611,686

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
10.0% of 6,117,134 shares of Common Stock outstanding as of December 31, 2002.

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
EP

Page 2 of 6 Pages

3

BERKSHIRE BANK
EMPLOYEE STOCK OWNERSHIP PLAN

SCHEDULE 13G/A

ITEM 1.

(a) Name of Issuer:

Berkshire Hills Bancorp, Inc.

(b) Address of Issuer's Principal Executive Offices:

24 North Street
Pittsfield, Massachusetts 01201

ITEM 2.

(a) Name of Person Filing:

Berkshire Bank Employee Stock Ownership Plan
Trustee: Eastern Bank and Trust Company
217 Essex Street
Salem, Massachusetts 01970

(b) Address of Principal Business Office or, if none, Residence:

24 North Street
Pittsfield, Massachusetts 01201

(c) Citizenship:

See Page 2, Item 4.

(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

(e) CUSIP Number:

See Page 1.

Page 3 of 6 Pages

4

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS:

(f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b) (1) (ii) (F).

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: See Page 2, Item 9.

(b) Percent of class: See Page 2, Item 11.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:
See Page 2, Item 5.

(ii) Shared power to vote or to direct the vote:
See Page 2, Item 6.

(iii) Sole power to dispose or to direct the disposition of: See Page 2, Item 7.

(iv) Shared power to dispose or to direct the disposition of: See Page 2, Item 8.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

N/A

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

N/A

Page 4 of 6 Pages

5

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

N/A

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 5 of 6 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2003

(Date)

/s/ F. Robert Sweezy

(Signature)

F. Robert Sweezy, Vice President
Eastern Bank and Trust Company, Trustee

(Name/Title)