

FIVEL STEVEN E
Form 4
February 22, 2006

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 *
FIVEL STEVEN E

(Last) (First) (Middle)

C/O BRIGHTPOINT, INC., 501
AIRTECH PARKWAY

(Street)

PLAINFIELD, IN 46168

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BRIGHTPOINT INC [CELL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP & General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/18/2006		M	(A) or (D) Code V Amount Price M 3,998 (1) A \$ 0	122,277	D	
Common Stock	02/18/2006		F	D \$ 29.31	120,643	D	
Common Stock					487	I	Represents Shares Acquired under the Brightpoint, Inc. Employee Stock

Purchase
Plan

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 (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 or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽²⁾	02/18/2006		M	3,998	<u>(3)</u>	<u>(3)</u>	Common Stock	3,998

Reporting Owners

Reporting Owner Name / Address	Relationships
FIVEL STEVEN E C/O BRIGHTPOINT, INC. 501 AIRTECH PARKWAY PLAINFIELD, IN 46168	Director 10% Owner Officer EVP & General Counsel

Signatures

/s/ Steven E.
Fivel 02/22/2006

**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)

Edgar Filing: FIVEL STEVEN E - Form 4

Represents the shares that vested on 2/18/2006 from the non-forfeited portion of the 8,200 Restricted Stock Units that were previously reported on Table II of a Form 4 filed by the Reporting Person on 2/22/2005, as adjusted for two 3 for 2 stock splits of the Registrant's common stock effected in the form of stock dividends paid on September 15, 2005 and December 30, 2005.

- (2) Each Restricted Stock Unit represents a contingent right to receive one share of the Registrant's common stock.

3998 of the Restricted Stock Units vested on 2/18/06. The remaining Restricted Stock Units will vest in two equal annual installments

- (3) beginning on 2/18/2007, subject to the Registrant's 2004 Long-Term Incentive Plan and the Reporting Person's Restricted Stock Unit Agreement. Vested shares will be delivered to the Reporting Person following each vest date.

Represents the non-forfeited and unvested portion of the 8,200 Restricted Stock Units that were previously reported on Table II of a Form

- (4) 4 filed by the Reporting Person on 2/22/2005 as adjusted for two 3 for 2 stock splits of the registrant's common stock effected in the form of stock dividends paid on September 15, 2005 and December 30, 2005.

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.