

THOMLINSON R BRUCE
Form 4/A
February 23, 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 *
THOMLINSON R BRUCE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O BRIGHTPOINT, INC., 501
AIRTECH PARKWAY

(Street)

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

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Member BP Global Exec Team

PLAINFIELD, IN 46168

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/22/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 02/18/2006 | | M | 4,534 (1) A | \$ 0 258,722 | D | |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | \$ 0 ⁽²⁾ | 02/18/2006 | | M | 4,534 | ⁽³⁾ / ⁽³⁾ | Common Stock | 4,534 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| THOMLINSON R BRUCE C/O BRIGHTPOINT, INC. 501 AIRTECH PARKWAY PLAINFIELD, IN 46168 | | | | Member BP Global Exec Team |

Signatures

/s/ Steven E. Fivel,
Attorney-in-Fact

02/23/2006

**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) Represents the shares that vested on 2/18/2006 from the non-forfeited portion of the 9,300 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.
 - (3) 4534 of the Restricted Stock Units vested on 2/18/06. The remaining Restricted Stock Units will vest in two equal annual installments 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.
 - (4) Represents the non-forfeited and unvested portion of the 9,300 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.

Remarks:

Amended to increase number of shares beneficially owned by the Reporting Person by 84730 shares received as a result of a 3 for 1 stock split.
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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