FIVEL STEVEN E

Form 4

February 22, 2006

FORM 4

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

OMB 3235-0287 Number:

burden hours per

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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

5. Relationship of Reporting Person(s) to

See Instruction 1(b).

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading FIVEL STEVEN E Issuer Symbol BRIGHTPOINT INC [CELL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title C/O BRIGHTPOINT, INC., 501 02/18/2006 below) AIRTECH PARKWAY EVP & General Counsel

(Street) 4. If Amendment, Date Original

(7:-

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

Person

PLAINFIELD, IN 46168

(Ctata)

(City)	(State)	(Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	02/18/2006		M	3,998 (1)	A	\$0	122,277	D		
Common Stock	02/18/2006		F	1,634	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. Transactic Code (Instr. 8)	5. Number on 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. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock	\$ 0 <u>(2)</u>	02/18/2006		M	3,998	(3)	(3)	Common Stock	3,998	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FIVEL STEVEN E C/O BRIGHTPOINT, INC. 501 AIRTECH PARKWAY PLAINFIELD, IN 46168

EVP & General Counsel

Signatures

Units

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

**Signature of Date
Reporting Person

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)

Reporting Owners 2

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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.