

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

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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)			
			Code	V	Amount or Price					
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

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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.