BRIGHTPOINT INC

Form 4

February 14, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * OCONNELL DAVID P | | | 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) | 3. Date of Earliest Transaction | (Check an appreadic) | | |
| | | | (Month/Day/Year) | Director 10% Owner | | |
| C/O BRIGHTPOINT, INC., 501 AIRTECH PARKWAY | | | 02/10/2006 | X Officer (give title Other (specify below) | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | () | | Filed(Month/Day/Year) | Applicable Line) | | |
| PLAINFIELD |), IN 46168 | | , , , , , , , , | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) (2 | Zip) Table | e I - Non-D | erivative : | Secur | ities Acq | quired, Disposed o | of, or Beneficial | ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 02/10/2006 | | M | 3,000 | A | \$ 9.64 | 3,000 | D | |
| Common Stock | 02/10/2006 | | S | 3,000 | D | \$ 24.9 | 0 | D | |

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

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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. Transacti Code (Instr. 8) | 5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---------------------------------------|---|--|--------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 9.64 | 02/10/2006 | | M | 3,000 | <u>(1)</u> | 01/23/2009 | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|----------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| OCONNELL DAVID P | | | VP | | | | | |
| C/O BRIGHTPOINT, INC. | | | ' - | | | | | |
| 501 AIRTECH PARKWAY | | | Treasury & | | | | | |
| PLAINFIELD, IN 46168 | | | Taxation | | | | | |

Signatures

/s/ David P.
O'Connell

**Signature of Reporting Person

O2/14/2006

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) 3,000 of the options vested on 1/23/05, 3,000 of the options vested on 1/23/06, and 3,000 of the options will vest on 1/23/2007 subject to, and in accordance with the Registrant's 1994 Employee Stock Option Plan and the Reporting Person's option agreement.

Remarks:

All share numbers and option exercise prices in this Form 4 have been adjusted for a give effect to (i) a 3 for 2 split of the Reg 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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