

BRIGHTPOINT INC
Form 4
February 21, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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., 2601 METROPOLIS PARKWAY, SUITE 210

(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)
02/18/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 | 02/18/2007 | | M | (A) or (D) Code V Amount Price M 4,797 (1) A \$ 0 | 153,421 | D | |
| Common Stock | 02/18/2007 | | F | D \$ 10.28 | 151,461 | D | |
| Common Stock | | | | | 584 | 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.

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(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 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⁾ | 02/18/2007 | | M | 4,797 ⁽¹⁾ | ⁽³⁾ / ⁽³⁾ | Common Stock | 4,797 ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FIVEL STEVEN E C/O BRIGHTPOINT, INC. 2601 METROPOLIS PARKWAY, SUITE 210 PLAINFIELD, IN 46168 | | | EVP & General Counsel | |

Signatures

/s/ Steven E. Fivel 02/21/2007

**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).

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- (1) The number of performance-based Restricted Stock Units ("RSUs") and shares acquired upon vesting thereof have been adjusted for a 6 for 5 stock split of the Registrant's common stock effected in the form of a stock dividend paid on May 31, 2006.
- (2) Each RSU represents a contingent right to receive one share of the Registrant's common stock.
Indicates conversion upon vesting on February 18, 2007 of one-third of the performance-based RSUs determined by the Board of Directors on February 18, 2006. One-third of these performance-based RSUs vested on February 18, 2006 and one-third will vest on February 18, 2008, 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.
- (3)

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.