

BRIGHTPOINT INC
Form 4
February 27, 2006

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 *
RINGROSE PAUL A

(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)
02/14/2006

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)
CFO BP Asia Pacific Division

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/14/2006		M		16,875	A	\$ 1.72
Common Stock	02/14/2006		M		2,988	A	\$ 9.64
Common Stock	02/14/2006		M		7,500	A	\$ 8.98

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. 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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.72	02/14/2006		M	16,875	<u>(1)</u> 12/11/2007	Common Stock	16,875
Employee Stock Option (Right to Buy)	\$ 9.64	02/14/2006		M	2,998	<u>(2)</u> 01/23/2009	Common Stock	2,998
Employee Stock Option (Right to Buy)	\$ 8.98	02/14/2006		M	7,500	<u>(3)</u> 02/07/2010	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RINGROSE PAUL A C/O BRIGHTPOINT, INC. 501 AIRTECH PARKWAY PLAINFIELD, IN 46168				CFO BP Asia Pacific Division

Signatures

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

02/27/2006

**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) 16875 of the options vested on 12/11/2003, 16875 of the options vested on 12/11/2004, and 16875 of the options vested on 12/11/2005.
- (2) 3,000 of the options vested on 1/23/2005, 3,000 of the options vested on 1/23/2006, and 3,000 of the options will vest on 1/23/2007, subject to the terms of the Registrant's 1994 Employee Stock Option Plan and the Reporting Person's stock option agreement.
- (3) 7,500 of the options vested on 2/7/2006 and 7,500 of the options will vest on each of 2/7/2007 and 2/7/2008, subject to the terms of the Registrant's 2004 Long-Term Incentive Plan and the Reporting Person's option agreement.

Remarks:

All share amounts and option exercise prices have been adjusted, where applicable, to reflect (i) a 3 for 2 stock split effected in

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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