

LUDWIG JOHN J
Form 4
February 07, 2011

FORM 4

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

OMB APPROVAL

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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 *
LUDWIG JOHN J

(Last) (First) (Middle)

C/O BRIGHTPOINT, INC., 7635
INTERACTIVE WAY, SUITE 200

(Street)

INDIANAPOLIS, IN 46278

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BRIGHTPOINT INC [CELL]

3. Date of Earliest Transaction
(Month/Day/Year)

02/03/2011

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 & CFO Brightpoint Americas

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/03/2011 | | M | 4,033 | A \$ 0 | 14,985 | D |
| Common Stock | 02/03/2011 | | F | 1,430 | D \$ 12.26 | 13,555 | D |
| Common Stock | 02/03/2011 | | M | 3,333 | A \$ 0 | 16,888 | D |
| Common Stock | 02/03/2011 | | F | 1,086 | D \$ 12.26 | 15,802 | D |
| Common Stock | 02/04/2011 | | S | 5,000 | D \$ 12.16 | 10,802 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | 02/04/2011 | S | 951 | D | \$ 12.16 | 9,851 | D |
| Common Stock | 02/04/2011 | S | 436 | D | \$ 12.17 | 9,415 | D |
| Common Stock | 02/04/2011 | S | 3,000 | D | \$ 12.18 | 6,415 | D |
| Common Stock | 02/04/2011 | S | 1,564 | D | \$ 12.19 | 4,851 | D |

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. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 02/03/2011 | | M | 4,033 | <u>(2)</u> | <u>(2)</u> | Common Stock | 4,033 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 02/03/2011 | | M | 3,333 | <u>(3)</u> | <u>(3)</u> | Common Stock | 3,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| LUDWIG JOHN J C/O BRIGHTPOINT, INC. 7635 INTERACTIVE WAY, SUITE 200 INDIANAPOLIS, IN 46278 | | | | EVP & CFO Brightpoint Americas |

Signatures

/s/ Sean M Mayberry,
Attorney-in-Fact

02/07/2011

__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) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Registrant's common stock.
 - (2) These are performance-based RSUs that were determined to be earned in February 2010. Of these RSUs, 4,034 vested on February 3, 2010 and 4,033 vested on February 3, 2011. The remaining 4,033 of these RSUs are scheduled to vest on february 3, 2012.
 - (3) These are performance-based RSUs that were determined to be earned in February 2010. Of these RSUs, 3,334 vested on February 3, 2010 and 3,333 vested on February 3, 2011. The remaining 3,333 of these RSUs are scheduled to vest on February 3, 2012.

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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