

FIVEL STEVEN E
Form 4
February 16, 2011

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., 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)
02/14/2011

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 & 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 | (A) or (D) | Price |
| Common Stock | 02/14/2011 | | M | | 6,159 | A | \$ 0 |
| Common Stock | 02/14/2011 | | F | | 1,901 | D | \$ 12.77 |
| Common Stock | 02/14/2011 | | M | | 2,898 | A | \$ 0 |
| Common Stock | 02/14/2011 | | F | | 895 | D | \$ 12.77 |
| Common Stock | | | | | | | 20,000 |
| | | | | | | I | By Trust ⁽¹⁾ |

| | | | |
|-----------------|-----|---|--|
| 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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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 | |
|---|---|---|---|---|---|--|---|-----------------------------------|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 02/14/2011 | | M | 6,159 | <u>(3)</u> | <u>(3)</u> | Common Stock | 6,159 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 02/14/2011 | | M | 2,898 | <u>(4)</u> | <u>(4)</u> | Common Stock | 2,898 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FIVEL STEVEN E C/O BRIGHTPOINT, INC. 7635 INTERACTIVE WAY, SUITE 200 INDIANAPOLIS, IN 46278 | | | EVP & General Counsel | |

Signatures

/s/ Steven E.
Fivel

02/16/2011

__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) These shares are held by the Leslie J. Fivel Living Trust, Leslie J. Fivel, Trustee. Leslie J. Fivel is Steven Fivel's spouse.
 - (2) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Registrant's common stock.
 - (3) These are performance-based RSUs that were determined to be earned in February 2009. Of these RSUs, 6,160 vested on each of February 14, 2009 and February 14, 2010 and 6,159 vested on February 14, 2011.
 - (4) 2,899 of the RSUs vested on each of February 14, 2009 and February 14, 2010 and 2,898 vested on February 14, 2011.

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.