

THOMLINSON R BRUCE
Form 4
February 23, 2006

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 *
THOMLINSON R BRUCE

(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)

02/21/2006

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)

Member BP Global Exec Team

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	02/21/2006		M	V	\$ 8.14		D
Common Stock	02/21/2006		M	V	\$ 7.81		D

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

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Shares determined pursuant to a formula (described below) or the cash equivalent of such Shares (the share prices of the Common Stock reflected below are subject to adjustment for certain events specified in the Master Agreement).

- (3) If the last bid price (in the case of settlement with Pledged Shares) or the last offer price (in the case of settlement by cash) (collectively the "Settlement Price") of the Common Stock on the Maturity Date is less than or equal to \$25.9553 (the "Floor Price"), the Reporting Person would deliver to the Buyer the entire amount of the Shares; if the Settlement Price of the Common Stock on the Maturity Date is greater than the Floor Price and less than \$31.7231 (the "Ceiling Price") the Reporting Person would deliver to the Buyer a number of shares of Common Stock determined by multiplying the Pledged Shares by a fraction determined by dividing the Floor Price by the Settlement Price. This explanation is continued in the next Footnote.
- (4) If the Settlement Price is greater than or equal to the Ceiling Price, the Reporting Person would deliver to the Buyer a number of shares of Common Stock determined by multiplying the Pledged Shares by a fraction determined by subtracting from 1 the quotient of (x) the Ceiling Price minus the Floor Price, divided by (y) the Settlement Price.
- (5) 12,529 of the options vested on 2/18/2006, 12,529 will vest on 2/18/2007, and 12,529 of the options will vest on 2/18/2008.
- (6) 37,500 of the options vested on 2/20/2005, 37,500 of the options vested on 2/20/2006 and 37,500 of the options will vest on 2/20/2007.

Remarks:

All option exercise prices and the number of options reported in this Form 4 have been adjusted for the Registrant's two 3 for 2

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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