

HOWELL J MARK
Form 4
August 17, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HOWELL J MARK

(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)
08/15/2005

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)
President

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 | 08/15/2005 | | M | | 23,569 | A | \$ 12.053 |
| Common Stock | 08/15/2004 | | M | | 7,500 | A | \$ 3.86 |
| Common Stock | 08/15/2005 | | M | | 2,905 | A | \$ 2.833 |
| Common Stock | 08/15/2005 | | S | | 33,974 <u>(1)</u> | D | \$ 24.278 |
| Common Stock | | | | | | | 166 |
| | | | | | | I | Represents Shares Acquired |

under the
Brightpoint,
Inc. 401(k)
Plan.

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

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SEC 1474
(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 12.053 | 08/15/2005 | | M | 23,569 | ⁽²⁾ | 02/22/2006 | Common Stock | 23,569 |
| Employee Stock Option (Right to Buy) | \$ 3.86 | 08/15/2005 | | M | 7,500 | ⁽³⁾ | 12/11/2007 | Common Stock | 7,500 |
| Employee Stock Option (Right to Buy) | \$ 2.833 | 08/15/2005 | | M | 2,905 | ⁽⁴⁾ | 04/18/2007 | Common Stock | 2,905 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| HOWELL J MARK C/O BRIGHTPOINT, INC. | | | President | |

501 AIRTECH PARKWAY
PLAINFIELD, IN 46168

Signatures

/s/ David P. O'Connell,
Attorney-in-Fact

08/15/2005

__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) This transaction was executed pursuant to a Rule 10b5-1 Sale Plan entered into by the Reporting Person on August 11, 2005, which became effective on August 12, 2005.
 - (2) 9,018 of the options exercised vested on 2/24/2004, 11,785 of the options exercised vested on 2/24/2003, and 2,766 of the options exercised vested on 2/24/02.
37,500 of the options vested on 12/11/2003, 37,500 of the options vested on 12/11/2004, and 37,500 of the options will vest on
 - (3) 12/11/2005, subject to, and in accordance with the terms of Brightpoint, Inc.'s 1994 Employee Stock Option Plan and the Reporting Person's stock option agreement.
 - (4) 21,875 of the options vested on 04/18/2003, 21,875 of the options vested on 04/18/2004, and 21,875 of the options vested on 04/18/2005.

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.