

HOWELL J MARK
Form 4
December 02, 2005

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 *
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)
12/01/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/01/2005 | | M ⁽¹⁾ | V Amount (A) or (D) Price \$ 2.573 | 177,000 ⁽²⁾ | D | |
| Common Stock | 12/01/2005 | | M ⁽¹⁾ | V Amount (A) or (D) Price \$ 1.889 | 181,357 ⁽²⁾ | D | |
| Common Stock | 12/01/2005 | | S ⁽¹⁾ | V Amount (A) or (D) Price \$ 28.431 | 165,750 ⁽²⁾ | D | |
| Common Stock | | | | | 249 ⁽²⁾ | 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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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 2.573 (2) | 12/01/2005 | | M | 11,250 (2) | (2)(3) 12/11/2007 | Common Stock 11,250 (2) |
| Employee Stock Option (Right to Buy) | \$ 1.889 (2) | 12/01/2005 | | M | 4,357 (2) | (2)(4) 04/18/2007 | Common Stock 4,357 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| HOWELL J MARK C/O BRIGHTPOINT, INC. 501 AIRTECH PARKWAY PLAINFIELD, IN 46168 | | | President | |

Signatures

/s/ Steven E. Fivel,
Attorney-in-Fact
12/02/2005

__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 Sales Plan entered into by the Reporting Person on August 11, 2005, which became effective on August 12, 2005.

All share amounts and option exercise prices reflected in this Form 4 have been adjusted to give effect to a 3 for 2 stock split of the
- (2) Registrant's common stock effected in the form of a 50% stock dividend that was paid on 09/15/2005 to all holders of record on 08/31/2005.

56,250 of the options vested on 12/11/2003, 56,250 of the options vested on 12/11/2004, and 56,250 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) 32,677 of the options vested on 04/18/2003, 32,677 of the options vested on 04/18/2004, and 32,677 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.

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