

Anderson Chad
Form 4
February 07, 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 *
Anderson Chad

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7635 INTERACTIVE WAY, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO, Brightpoint EMEA

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

INDIANAPOLIS, IN 46278

(City) (State) (Zip)

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) Code V Amount Price | | | |
| Common Stock | 02/03/2011 | | M | 3,750 A \$ 0 | 6,951 | D | |
| Common Stock | 02/03/2011 | | F | 1,330 D \$ 12.26 | 5,621 | D | |
| Common Stock | 02/04/2011 | | M | 5,820 A \$ 10.74 | 11,441 | D | |
| Common Stock | 02/04/2011 | | S | 1,429 D \$ 12.2 | 10,012 | D | |
| Common Stock | 02/04/2011 | | S | 1,400 D \$ 12.21 | 8,612 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | 02/04/2011 | S | 1,800 | D | \$ 12.22 | 6,812 | D |
| Common Stock | 02/04/2011 | S | 500 | D | \$ 12.23 | 6,312 | D |
| Common Stock | 02/04/2011 | S | 691 | D | \$ 12.24 | 5,621 | D |
| Common Stock | 02/04/2011 | S | 2,420 | D | \$ 12.44 | 3,201 | D |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 02/03/2011 | | M | 3,750 | ⁽²⁾ ⁽²⁾ | | Common Stock | 3,750 |
| Employee Stock Option (Right to Buy) | \$ 10.74 ⁽³⁾ | 02/04/2011 | | M | 5,820 | 02/09/2010 ⁽⁴⁾ 02/09/2012 | | Common Stock | 5,820 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Anderson Chad 7635 INTERACTIVE WAY SUITE 200 | | | CFO, Brightpoint EMEA | |

INDIANAPOLIS, IN 46278

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. 3,750 of the RSUs vested on each of February 3, 2010 and February 3, 2011 and 3,750 of the RSUs are scheduled to vest on February 3, 2012.
- (3) The reporting person exercised an Employee Stock Option granted on February 9, 2007 for an exercise price of \$10.74 per share.
- (4) 1,940 of these Options vested on each of February 9, 2008, February 9, 2009 and February 9, 2010.

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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