

BRIGHTPOINT INC
Form 4
February 19, 2008

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 *
GUPTA ANURAG

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)
C/O BRIGHTPOINT, INC., 2601 METROPOLIS PARKWAY, SUITE 210
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2008

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
VP Global Business Development

PLAINFIELD, IN 46168

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

(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 (D) Price | | | |
| Common Stock | 02/14/2008 | | M | 3,458 A \$ 0 | 8,616 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|---|--|---|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 02/14/2008 | | M | | 3,458 | <u>(2)</u> <u>(2)</u> | Common Stock | 3,458 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 02/14/2008 | | A | | 4,348 | <u>(3)</u> <u>(3)</u> | Common Stock | 4,348 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GUPTA ANURAG
C/O BRIGHTPOINT, INC.
2601 METROPOLIS PARKWAY, SUITE 210
PLAINFIELD, IN 46168

VP Global Business Development

Signatures

/s/ Steven E. Fivel,
Attorney-in-Fact

02/19/2008

**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.

These are performance-based RSUs that were determined to be earned on 02/14/2008. 3,458 of the RSUs vested on 2/14/2008, and 3,458

(2) and 3,457 will vest on 02/09/2009 and 02/09/2010, respectively, subject to the Registrant's 2004 Long-Term Incentive Plan and the Reporting Person's Restricted Stock Unit Agreement. Vested shares will be delivered to the Reporting Person following each vest date.

(3) 1450 of these RSUs will vest on 2/14/2009 and 1449 will vest on each of 2/14/2010 and 2/14/2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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