

THOMLINSON R BRUCE
Form 4
August 29, 2006

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 *
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)
08/25/2006

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 Reported (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Transaction(s) Price			
				Code	V	Amount	(D)	Price

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Under (Instr. 3)
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Price of Derivative Security	(Month/Day/Year)	Code	Acquired (A) or Disposed of (D)		Date Exercisable	Expiration Date	Title
			(A)	(D)			
Put Equivalent Position (Right/Obligation to Sell)	08/25/2006	J	203,777				
<u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>		<u>(1)(2)(3)(4)</u>	<u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	<u>(1)(2)(3)(4)</u>			Com Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMLINSON R BRUCE C/O BRIGHTPOINT, INC. 501 AIRTECH PARKWAY PLAINFIELD, IN 46168				Member BP Global Exec Team

Signatures

/s/ Steven E. Fivel, 08/29/2006
 Attorney-in-Fact Date

**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) On 8/25/2005 the Reporting Person entered into a prepaid variable forward sales contract ("Forward Contract") with an unaffiliated third-party buyer (the "Buyer") pursuant to a Master Agreement relating to the disposition by the Reporting Person to the Buyer of not more than 203,777 shares (the "Shares") of Brightpoint, Inc. common stock ("Common Stock") (or an equivalent amount of cash, if elected by the Reporting Person), on the Maturity Date of the Forward Contract (8/25/2006), or an earlier date if the Reporting Person determines to terminate the Forward Contract early. The Reporting Person is reporting the settlement of this previously reported contract (by Form 4 filed August 29, 2005) in this Form 4.
- (2) The Reporting Person received from the Buyer a cash payment of \$1,713,274 (or \$8.407 per share) as of the date of entering into the Forward Contract. The Reporting Person pledged the 203,777 Shares (the "Pledged Shares") to secure its obligations under the Master Agreement. On the Maturity Date, the Reporting Person, at its option, may deliver to the Buyer either the number of Pledged 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 was less than or equal to \$8.7823 (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 \$10.7339 (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 Footnote 4.
- (4) If the Settlement Price was 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. The Reporting Person chose not to deliver cash to settle the Forward Contract and, because the Settlement Price was greater than the Ceiling Price, on the Settlement Date a total of 178,542 of the Pledged Shares were delivered to the Buyer in settlement of the Forward Contract and the Reporting Person retained 25,235 of the

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pledged shares for which he was not required to make any cash payment to the Buyer.

Remarks:

All share amounts and prices in this Form 4 have been adjusted to reflect two three for two splits of the Registrant's common s

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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