

LUDWIG JOHN J
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 *
LUDWIG JOHN J

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)

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

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
EVP & CFO Brightpoint Americas

C/O BRIGHTPOINT, INC., 7635 INTERACTIVE WAY, SUITE 200

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

(Street)

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/03/2011		M	4,033 A \$ 0	14,985	D	
Common Stock	02/03/2011		F	1,430 D \$ 12.26	13,555	D	
Common Stock	02/03/2011		M	3,333 A \$ 0	16,888	D	
Common Stock	02/03/2011		F	1,086 D \$ 12.26	15,802	D	
Common Stock	02/04/2011		S	5,000 D \$ 12.16	10,802	D	

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Common Stock	02/04/2011	S	951	D	\$ 12.16	9,851	D
Common Stock	02/04/2011	S	436	D	\$ 12.17	9,415	D
Common Stock	02/04/2011	S	3,000	D	\$ 12.18	6,415	D
Common Stock	02/04/2011	S	1,564	D	\$ 12.19	4,851	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)	8. Pr Deriv Secur (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	4,033	<u>(2)</u>	<u>(2)</u>	Common Stock	4,033
Restricted Stock Units	\$ 0 ⁽¹⁾	02/03/2011		M	3,333	<u>(3)</u>	<u>(3)</u>	Common Stock	3,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUDWIG JOHN J C/O BRIGHTPOINT, INC. 7635 INTERACTIVE WAY, SUITE 200 INDIANAPOLIS, IN 46278				EVP & CFO Brightpoint Americas

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. Of these RSUs, 4,034 vested on February 3, 2010 and 4,033 vested on February 3, 2011. The remaining 4,033 of these RSUs are scheduled to vest on february 3, 2012.
 - (3) These are performance-based RSUs that were determined to be earned in February 2010. Of these RSUs, 3,334 vested on February 3, 2010 and 3,333 vested on February 3, 2011. The remaining 3,333 of these RSUs are scheduled to vest on February 3, 2012.

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.