

LUDWIG JOHN J
Form 4
June 04, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

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

(Street)

INDIANAPOLIS, IN 46278

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2012

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)
EVP & CFO Brightpoint Americas

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/31/2012 | | M | | 4,000 | A | \$ 0 15,799 |
| Common Stock | 05/31/2012 | | F | | 1,250 | D | \$ 4.87 14,549 |
| Common Stock | 05/31/2012 | | M | | 4,000 | A | \$ 0 18,549 |
| Common Stock | 05/31/2012 | | F | | 1,250 | D | \$ 4.87 17,299 |
| Common Stock | 05/31/2012 | | M | | 4,000 | A | \$ 0 21,299 |

Edgar Filing: LUDWIG JOHN J - Form 4

| | | | | | | | |
|--------------|------------|---|--------|---|---------|--------|---|
| Common Stock | 05/31/2012 | F | 1,250 | D | \$ 4.87 | 20,049 | D |
| Common Stock | 05/31/2012 | M | 4,000 | A | \$ 0 | 24,049 | D |
| Common Stock | 05/31/2012 | F | 1,250 | D | \$ 4.87 | 22,799 | D |
| Common Stock | 05/31/2012 | M | 1,806 | A | \$ 0 | 24,605 | D |
| Common Stock | 05/31/2012 | F | 565 | D | \$ 4.87 | 24,040 | D |
| Common Stock | 05/31/2012 | M | 1,806 | A | \$ 0 | 25,846 | D |
| Common Stock | 05/31/2012 | F | 565 | D | \$ 4.87 | 25,281 | D |
| Common Stock | 05/31/2012 | M | 1,667 | A | \$ 0 | 26,948 | D |
| Common Stock | 05/31/2012 | F | 521 | D | \$ 4.87 | 26,427 | D |
| Common Stock | 05/31/2012 | M | 1,666 | A | \$ 0 | 28,093 | D |
| Common Stock | 05/31/2012 | F | 521 | D | \$ 4.87 | 27,572 | D |
| Common Stock | 05/31/2012 | M | 25,000 | A | \$ 0 | 52,572 | D |
| Common Stock | 05/31/2012 | F | 7,813 | D | \$ 4.87 | 44,759 | D |
| Common Stock | 05/31/2012 | M | 2,934 | A | \$ 0 | 47,693 | D |
| Common Stock | 05/31/2012 | F | 917 | D | \$ 4.87 | 46,776 | 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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De |
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------|
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------|

Edgar Filing: LUDWIG JOHN J - Form 4

| Derivative Security | | | or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------|---------------------|------------|--------------------------------------------|-----------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V (A) (D) | | | | |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 05/31/2012 | M | 4,000 | ⁽²⁾ | ⁽²⁾ | Common Stock | 4,000 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 05/31/2012 | M | 4,000 | ⁽³⁾ | ⁽³⁾ | Common Stock | 4,000 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 05/31/2012 | M | 4,000 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 4,000 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 05/31/2012 | M | 4,000 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 4,000 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 05/31/2012 | M | 1,806 | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 1,806 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 05/31/2012 | M | 1,806 | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock | 1,806 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 05/31/2012 | M | 1,667 | ⁽⁸⁾ | ⁽⁸⁾ | Common Stock | 1,667 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 05/31/2012 | M | 1,666 | ⁽⁹⁾ | ⁽⁹⁾ | Common Stock | 1,666 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 05/31/2012 | M | 25,000 | ⁽¹⁰⁾ | ⁽¹⁰⁾ | Common Stock | 25,000 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 05/31/2012 | M | 2,934 | ⁽¹¹⁾ | ⁽¹¹⁾ | Common Stock | 2,934 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| LUDWIG JOHN J C/O BRIGHTPOINT, INC. | | | | EVP & CFO Brightpoint Americas |

7635 INTERACTIVE WAY, SUITE 200
INDIANAPOLIS, IN 46278

Signatures

/s/ Sean M Mayberry,
Attorney-in-Fact

06/04/2012

__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.

16,000 RSUs were awarded January 4, 2010 and were scheduled to vest in four equal installments on each of the 4th, 5th, 6th and 7th anniversary of the date of grant. Due to Executive's departure from Brightpoint, Inc. the vesting of the 4,000 RSUs originally scheduled to vest on the 4th anniversary of the date of grant was accelerated and vested on May 31, 2012.

(2) 16,000 RSUs were awarded January 4, 2010 and were scheduled to vest in four equal installments on each of the 4th, 5th, 6th and 7th anniversary of the date of grant. Due to Executive's departure from Brightpoint, Inc. the vesting of the 4,000 RSUs scheduled to vest on the 5th anniversary of the date of grant was accelerated and vested on May 31, 2012.

(3) 16,000 RSUs were awarded January 4, 2010 and were scheduled to vest in four equal installments on each of the 4th, 5th, 6th and 7th anniversary of the date of grant. Due to Executive's departure from Brightpoint, Inc. the vesting of the 4,000 RSUs scheduled to vest on the 6th anniversary of the date of grant was accelerated and vested on May 31, 2012.

(4) 16,000 RSUs were awarded January 4, 2010 and were scheduled to vest in four equal installments on each of the 4th, 5th, 6th and 7th anniversary of the date of grant. Due to Executive's departure from Brightpoint, Inc. the vesting of the 4,000 RSUs scheduled to vest on the 7th anniversary of the date of grant was accelerated and vested on May 31, 2012.

(5) 5,418 RSUs were awarded on February 11, 2011 and were scheduled to vest in the thirds beginning on the first anniversary date following the award. 1,806 of the RSUs vested on February 11, 2012 and, due to Executive's departure from Brightpoint, Inc., the vesting of the 1,806 RSUs scheduled to vest on February 11, 2013 was accelerated and vested on May 31, 2012. The vesting of the 1,806 RSUs scheduled to vest on February 11, 2014 were also accelerated and vested on May 31, 2012.

(6) 5,418 RSUs were awarded on February 11, 2011 and were scheduled to vest in the thirds beginning on the first anniversary following the date of the award. 1,806 of the RSUs vested on February 11, 2012 and, due to Executives' departure from Brightpoint, Inc., the vesting of the 1,806 RSUs scheduled to vest on February 11, 2013 was accelerated and vested on May 31, 2012. The vesting of the 1,806 RSUs scheduled to vest on February 11, 2014 was accelerated and vested on May 31, 2012.

(7) 5,000 RSUs were awarded on February 11, 2011 and were scheduled to vest in thirds beginning the first anniversary following the date of the award. 1,667 of the RSUs vested on February 11, 2012 and, due to Executive's departure from Brightpoint, Inc., the vesting of the 1,667 RSUs scheduled to vest on February 11, 2013 was accelerated and vested on May 31, 2012. The 1,666 RSUs scheduled to vest on February 11, 2014 were also accelerated and vested on May 31, 2012.

(8) 5,000 RSUs were awarded on February 11, 2011 and were scheduled to vest in thirds beginning the first anniversary following the date of the award. 1,667 of the RSUs vested on February 11, 2012 and, due to Executive's departure from Brightpoint, Inc., the vesting of the 1,667 RSUs scheduled to vest on February 11, 2013 was accelerated and vested on May 31, 2012. The vesting of the final 1,666 RSUs scheduled to vest on February 11, 2014 was accelerated and vested on May 31, 2012.

(9) These 25,000 RSUs were awarded May 10, 2010. Due to Executive's departure from Brightpoint, Inc. the vesting of these 25,000 RSUs was accelerated and vested on May 31, 2012.

(10) 8,803 RSUs were awarded on February 19, 2010. 2,935 of the RSUs vested on February 19, 2011 and 2,934 vested on February 19, 2012. Due to Executive's departure from Brightpoint, Inc. vesting of the remaining 2,934 was accelerated and vested on May 31, 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.