THOMLINSON R BRUCE

Form 4

August 29, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box if no longer subject to Section 16. Form 4 or

obligations may continue.

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

See Instruction 1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * THOMLINSON R BRUCE

2. Issuer Name and Ticker or Trading Symbol

BRIGHTPOINT INC [CELL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

08/25/2006

Director

10% Owner Officer (give title __X_ Other (specify

C/O BRIGHTPOINT, INC., 501

AIRTECH PARKWAY

4. If Amendment, Date Original

(Instr. 8)

Filed(Month/Day/Year)

below) below) Member BP Global Exec Team 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

PLAINFIELD, IN 46168

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Following Reported Transaction(s)

Code V Amount (D) Price

(A)

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. Transaction Code (Instr. 8)

5. Number of Derivative Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Titl Under (Instr.

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Price of (Month/Day/Year) Acquired (A) or Derivative Disposed of (D) Security (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title

Exercisable Date

Com

Sto

Put Equivalent Position (Right/Obligation

to Sell)

 $\frac{(1)}{(4)}\frac{(2)}{(4)}\frac{(3)}{(4)}$ 08/25/2006

 $J_{\underline{(1)(2)(3)(4)}}^{\underline{(1)(2)(3)(4)}} \qquad \qquad \underbrace{203,777}_{\underline{(1)}\;\underline{(2)}\;\underline{(3)}} \qquad \underbrace{(1)(2)(3)(4)}_{\underline{(4)}} \qquad 08/25/2006$

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, Attorney-in-Fact

08/29/2006

**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).

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.

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).

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

Reporting Owners 2

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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 so 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.