

BRIGHTPOINT INC
Form 3
June 06, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â CARPENTER CRAIG		(Month/Day/Year)	BRIGHTPOINT INC [CELL]	
(Last)	(First)	(Middle)	06/02/2005	
C/O BRIGHTPOINT, INC., Â 501 AIRTECH PARKWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PLAINFIELD, Â IN Â 46168			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP, Deputy General Counsel	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Options (Right to Buy)	12/11/2003	12/11/2005	Common Stock	803	\$ 18.473	D	Â
Employee Stock Options (Right to Buy)	Â <u>(1)</u>	11/14/2007	Common Stock	3,750	\$ 2.1	D	Â
Employee Stock Options (Right to Buy)	Â <u>(2)</u>	01/23/2009	Common Stock	4,000	\$ 21.7	D	Â
Employee Stock Options (Right to Buy)	Â <u>(3)</u>	02/18/2010	Common Stock	2,100	\$ 18.32	D	Â
Restricted Stock Units	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	800	\$ <u>(3)</u> <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARPENTER CRAIG C/O BRIGHTPOINT, INC. 501 AIRTECH PARKWAY PLAINFIELD, IN 46168	Â	Â	Â VP, Deputy General Counsel	Â

Signatures

/s/ David P. O'Connell,
Attorney-in-Fact

06/06/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The options vest on 11/14/2005, subject to, and in accordance with, the terms of the Registrant's 1996 Stock Option Plan and the option agreement between the Registrant and the Reporting Person.

(2) 1,334 of the options vested on 1/23/2005. 1,333 of the options will vest on 1/23/2006 and 1,333 of the options will vest on 1/23/2007, subject to, and in accordance with the terms of the Registrant's 1996 Stock Option Plan and the terms of the option agreement between the Registrant and the Reporting Person.

The Options and Restricted Stock Units reported in this Form 4 were granted by the Registrant to the Reporting Person under the Registrant's 2004 Long-Term Incentive Plan (the "Plan"). Pursuant to the Option and Restricted Stock Unit Agreements (collectively, the "Agreements") entered into between the registrant and the reporting person, the Options and Restricted Stock Units reported in this Form

(3) 4 are subject to forfeiture, in whole or in part, prior to the first anniversary of the grant (with the date of grant being 2/18/2005) if the Registrant does not achieve certain Performance Goals (as set forth in the Agreements). The Options or Restricted Stock Units that are not forfeited, if any, will vest in three equal annual installments beginning on February 18, 2006, subject to, and in accordance with, the terms of the Plan and the Agreements.

(4) Each Restricted Stock Unit represents a contingent right to receive one share of the Registrant's common stock.

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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