THOMLINSON R BRUCE
Form 4
December 14, 2005

FORM 4

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

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

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).

(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)
12/12/2005

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) __X__ Other (specify 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/12/2005		M		56,250	A	$ 2.573	169,459	D	

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 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 Underly (Instr. 3
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Put Equivalent Position (Right/Obligation to Sell)	(1) (2) (3) (4)	12/12/2005		J(1)(2)(3)(4)			56,250 (1) (2) (3) (4)	(1)(2)(3)(4)	12/12/2006	Comn Stoc
Employee Stock Option (Right to Buy)	$ 2.573	12/12/2005		M			56,250	(5)	12/11/2007	Comn Stoc

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	12/14/2005
**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 12/12/2005 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 56,250 shares (the "Shares") of Brightpoint, Inc. common stock ("Common Stock") (or an eqivalent amount of cash, if elected by the Reporting Person), on the Maturity Date of the Forward Contract (12/12/2006, or an earlier date if the Reporting Person determines to terminate the Forward Contract early.

(2) The Reporting Person received from the Buyer a cash payment of $1,611,506.25 (or $28.649 per share) as of the date of entering into the Forward Contract. The Reporting Person pledged the 56,250 Shares (the "Pledged Shares") to secure his obligations under the Master Agreement. On the Maturity Date, the Reporting Person, at his 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 is less than or equal to $25.7841 (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 $31.5139 (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 the next Footnote.

(4) If the Settlement Price is 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.

(5) 56,250 of the options vested on 12/11/2003, 56,250 of the options vested on 12/11/2004, and 56,250 of the options vested on 12/11/2005.

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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