

RINGROSE PAUL A
Form 4
February 14, 2012

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 *
RINGROSE PAUL A

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2012

____ Director
____ Officer (give title below) Other (specify below)
CFO BP Asia Pacific Division

(Street)
INDIANAPOLIS, IN 46278

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

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/11/2012 | | M | 2,343 A \$ 0 | 11,543 | D | |
| Common Stock | 02/11/2012 | | M | 1,667 A \$ 0 | 13,210 | D | |
| Common Stock | | | | | 1,310 | I ⁽¹⁾ | by Spouse |
| Common Stock | | | | | 11,880 | I | By Superfund |

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

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(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 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 ⁽²⁾ | 02/11/2012 | | M | 2,343 | ⁽³⁾ | ⁽³⁾ | Common Stock | 2,343 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 02/11/2012 | | M | 1,667 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 1,667 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------------------------|
| | Director | 10% Owner | Officer | Other |
| RINGROSE PAUL A C/O BRIGHTPOINT, INC. 7635 INTERACTIVE WAY, SUITE 200 INDIANAPOLIS, IN 46278 | | | | CFO BP Asia Pacific Division |

Signatures

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

02/14/2012

**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) The reporting person disclaims beneficial ownership of the shares held by his spouse and this report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for the purposes of Section 16 or any other purpose.
- (2) Each RSU represents a contingent right to receive one share of the Registrant's common stock.

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- (3) These are performance based RSUs that were determined to be earned in February 2012. 2,343 of these RSUs vested on February 11, 2012, 2,343 are scheduled to vest on February 11, 2013 and 2,342 RSUs are scheduled to vest on February 11, 2014.
- (4) These RSUs were awarded in February 2011. 1,667 of the RSUs vested on February 11, 2012, 1,667 RSUs are scheduled to vest on February 11, 2013 and the remaining 1,666 are scheduled to vest on February 11, 2014.

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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