#### TERENCE FRANK

Form 4

February 22, 2005

### FORM 4

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

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* TERENCE FRANK

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP, CFO & Treasurer

Issuer

(First) (Last)

(Middle)

BRIGHTPOINT INC [CELL] 3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

Director X\_ Officer (give title below)

10% Owner Other (specify

02/18/2005

C/O BRIGHTPOINT, INC., 501 AIRTECH PARKWAY

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PLAINFIELD, IN 46168

(City) (State) (Zip)

(Street)

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

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed 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

Following

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

Ownership (T) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Conversion or Exercise

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

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

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

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

### Edgar Filing: TERENCE FRANK - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	3)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 18.32	02/18/2005		A		25,100		<u>(1)</u>	02/18/2010	Common Stock	25,100
Restricted Stock Units	(2)	02/18/2005		A		9,200		<u>(1)</u>	<u>(1)</u>	Common Stock	9,200

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
TERENCE FRANK								
C/O BRIGHTPOINT, INC.			EVP, CFO					
501 AIRTECH PARKWAY			& Treasurer					
PLAINFIELD, IN 46168								

## **Signatures**

/s/ David O'Connell, Attorney-in-Fact 02/21/2005

\*\*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).
  - 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"), with the Restricted Stock Units constituting an Other Stock Based Award under the Plan. Pursuant to the Option and Restricted Stock Unit Agreements (collectively, the "Agreements") entered into between the
- (1) Registrant and the Reporting person, the Options and Restricted Stock Units reported in this Form 4 are subject to forfeiture, in whole or in part, prior to the first anniversary of the grant if the Registrant does not achieve certain Performance Goals (as set forth in the Agreements). One-third of the Options and Restricted Stock Units that are not forfeited, if any, will vest on each of February 18, 2006, February 18, 2007 and February 18, 2008, subject to, and in accordance with, the terms of the Plan and the Agreements.
- (2) 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. 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.

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