

CARPENTER CRAIG

Form 4

October 16, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CARPENTER CRAIG

(Last) (First) (Middle)

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

(Street)

INDIANAPOLIS, IN 46278

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BRIGHTPOINT INC [CELL]

3. Date of Earliest Transaction
(Month/Day/Year)
10/15/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

EVP, General Counsel

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 Ownership (Instr. 4)
Common Stock <u>(1)</u>	10/15/2012		D	14,499	D	0	D
Common Stock <u>(2)</u>	10/15/2012		D	103,048	D	0	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: CARPENTER CRAIG - Form 4

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units ⁽²⁾	\$ 0 ⁽⁴⁾	10/15/2012		D	103,048	⁽³⁾ ⁽³⁾	Common Stock 103,048

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CARPENTER CRAIG C/O BRIGHTPOINT, INC. 7635 INTERACTIVE WAY, SUITE 200 INDIANAPOLIS, IN 46278	EVP, General Counsel

Signatures

/s/ Sean M. Mayberry,
Attorney-in-Fact 10/16/2012

 **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).

At the effective time of the merger, pursuant to the Agreement and Plan of Merger, dated as of June 29, 2012 (the "Merger Agreement")
(1) by and among Brightpoint, Inc. ("Brightpoint"), Ingram Micro Inc. ("Ingram") and Beacon Sub, Inc., each share of Brightpoint common stock issued and outstanding immediately prior to the effective time of the merger was converted into the right to receive \$9.00 in cash.

(2) Consists of common stock underlying restricted stock units ("RSUs") granted under Brightpoint's executive equity program. Each RSU represents the contingent right to receive one share of Brightpoint common stock. Pursuant to the Merger Agreement, each RSU outstanding immediately prior to the effective time of the merger was converted into the right to receive \$9.00 in cash less any applicable taxes.

(3) Pursuant to the Merger Agreement, each RSU outstanding immediately prior to the effective time of the merger was converted into the right to receive \$9.00 in cash less any applicable taxes.

(4) Each Restricted Stock Unit ("RSU") represents the 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.