

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 4

May 27, 2014

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 *
TOCIO MARY ANN

2. Issuer Name and Ticker or Trading Symbol
BRIGHT HORIZONS FAMILY SOLUTIONS INC. [BFAM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC, 200 TALCOTT AVENUE SOUTH

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

WATERTOWN, MA 02472

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	05/22/2014		M	13,960	A	\$ 14.54	191,426	D
Common Stock	05/22/2014		S	13,960	D	\$ 39.61	177,466	D
Common Stock	05/27/2014		M	11,040	A	\$ 14.54	188,506	D
Common Stock	05/27/2014		S	11,040	D	\$ 39.5	177,466	D
	05/27/2014		M	14,466	A		191,932	D

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Common Stock					\$ 14.54		
Common Stock	05/27/2014		S	14,466	D	\$ 39.56	177,466 D
Common Stock	05/27/2014		<u>M</u> ⁽¹⁾	800	A	\$ 14.54	178,266 D
Common Stock	05/27/2014		<u>S</u> ⁽¹⁾	800	D	\$ 40	177,466 D

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

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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
Option to Purchase Common Stock	\$ 14.54	05/22/2014		M	13,960	<u>(2)</u> 09/02/2018	Common Stock 13,960
Option to Purchase Common Stock	\$ 14.54	05/27/2014		M	11,040	<u>(2)</u> 09/02/2018	Common Stock 11,040
Option to Purchase Common Stock	\$ 14.54	05/27/2014		M	14,466	<u>(2)</u> 09/02/2018	Common Stock 14,466
Option to Purchase Common Stock	\$ 14.54	05/27/2014		<u>M</u> ⁽¹⁾	800	<u>(2)</u> 09/02/2018	Common Stock 800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOCIO MARY ANN C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02472	X		President and COO	

Signatures

/s/ John Casagrande, attorney-in-fact for Mary Ann Tocio	05/27/2014
**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) These trades were made pursuant to a Rule 10b5-1 trading plan.
- On May 2, 2012, the reporting person received in exchange for an earlier grant an option to purchase 502,590 shares of the registrant's
- (2) common stock subject to time and performance vesting criteria. The time and performance criteria have been met with respect to this award.

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.