Henry Danroy T SR
Form 3
January 24, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Henry Danroy T SR

(Last) (First) (Middle)

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

(Street)

WATERTOWN,Â MAÂ 02472

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
01/24/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
Chief Human Resources Officer

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

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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,958	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Option to Purchase Common Stock	05/28/2008	02/19/2014	Common Stock	2,252	$ 2.56	D	Â
Option to Purchase Common Stock	05/28/2008	02/19/2014	Common Stock	292	$ 4.93	D	Â
Option to Purchase Common Stock	Â (1)	09/02/2018	Common Stock	68,103	$ 14.54	D	Â
Option to Purchase Common Stock	Â (1)	09/02/2018	Common Stock	8,838	$ 12	D	Â
Option to Purchase Common Stock	Â (2)	05/02/2022	Common Stock	31,675	$ 14.54	D	Â
Option to Purchase Common Stock	Â (2)	05/02/2022	Common Stock	4,110	$ 12	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henry Danroy T SR C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC 200 TALCOTT AVENUE SOUTH WATERTOWN,Â MAÂ 02472	Â	Â	Â Chief Human Resources Officer	Â

Signatures

/s/ John Casagrande, attorney-in-fact for Danroy Henry, Sr.	01/24/2013
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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 option to purchase 68,103 shares of common stock is vested as to 54,482 shares and the option to purchase 8,838 shares of common stock is vested as to 7,070 shares. The remaining portion of each option award is eligible to vest and become exercisable on May 28, 2013.

(2) The option is eligible to vest as to 40% of the underlying shares on May 2, 2014 and thereafter, as to the remaining 60% of underlying shares, in three equal annual installments beginning on May 2, 2015.

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Remarks:

ExhibitÂ List

Â Â Â Â Â Â Â Â Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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