

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 4

March 19, 2014

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

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kramer Stephen Howard

(Last) (First) (Middle)

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

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BRIGHT HORIZONS FAMILY
SOLUTIONS INC. [BFAM]

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

03/17/2014

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 ____ Other (specify
below) below)

Chief Development Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/17/2014		M	3,682	A \$ 14.54	82,868	I

Stephen H.
Kramer, as
Trustee of
the Charles
River
View Trust
dtd
12/13/07
as
Amended

Common Stock	03/17/2014	S	3,682	D	\$ 39.52	79,186	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended
Common Stock	03/17/2014	M	5,614	A	\$ 14.54	84,800	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended
Common Stock	03/17/2014	S	5,614	D	\$ 39.41	79,186	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended
Common Stock	03/18/2014	M	11,610	A	\$ 14.54	90,796	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended
Common Stock	03/18/2014	S	11,610	D	\$ 39.45	79,186	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07

Common Stock	03/18/2014	M	2,713	A	\$ 12	81,899	I	as Amended Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended
Common Stock	03/18/2014	S	2,713	D	\$ 39.45	79,186	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended
Common Stock	03/18/2014	M	377	A	\$ 12	79,563	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended
Common Stock	03/18/2014	S	377	D	\$ 39.45	79,186	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended
Common Stock	03/18/2014	M	2,336	A	\$ 12	81,522	I	Stephen H. Kramer, as Trustee of the Charles River View Trust

Common Stock	03/18/2014	S	2,336	D	\$ 39.27	79,186	I	dtd 12/13/07 as Amended Stephen H. Kramer, as Trustee of the Charles River View Trust
Common Stock	03/18/2014	M	19,628	A	\$ 14.54	98,814	I	dtd 12/13/07 as Amended Stephen H. Kramer, as Trustee of the Charles River View Trust
Common Stock	03/18/2014	S	19,628	D	\$ 39.27	79,186	I	dtd 12/13/07 as Amended Stephen H. Kramer, as Trustee of the Charles River View Trust

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

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SEC 1474
(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8.
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Security			(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Option to Purchase Common Stock	\$ 14.54	03/17/2014	M	3,682	<u>(1)</u>	04/01/2021	Common Stock	3,682
Option to Purchase Common Stock	\$ 14.54	03/17/2014	M	5,614	<u>(1)</u>	04/01/2021	Common Stock	5,614
Option to Purchase Common Stock	\$ 14.54	03/18/2014	M	11,610	<u>(1)</u>	04/01/2021	Common Stock	11,610
Option to Purchase Common Stock	\$ 12	03/18/2014	M	2,713	<u>(2)</u>	04/01/2021	Common Stock	2,713
Option to Purchase Common Stock	\$ 12	03/18/2014	M	377	<u>(2)</u>	04/01/2021	Common Stock	377
Option to Purchase Common Stock	\$ 12	03/18/2014	M	2,336	<u>(2)</u>	04/01/2021	Common Stock	2,336
Option to Purchase Common Stock	\$ 14.54	03/18/2014	M	19,628	<u>(1)</u>	04/01/2021	Common Stock	19,628

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kramer Stephen Howard C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02472			Chief Development Officer	

Signatures

/s/ John Casagrande, as attorney in fact for Stephen
Kramer

03/19/2014

__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) The option to purchase 125,436 shares of common stock is vested as to 41,812 shares. On June 1, 2014, 41,812 shares will be eligible to vest and the remaining 41,182 shares will be eligible to vest on June 1, 2015.
- (2) The option to purchase shares 16,278 of common stock is vested as to 5,426 shares. On June 1, 2014, 5,426 shares will be eligible to vest and the remaining 5,426 shares will be eligible to vest on June 1, 2015.

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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