

BROWN ROGER H
Form 4
February 01, 2013

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

OMB APPROVAL

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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 *
BROWN ROGER H

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)

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

01/11/2013

(Street)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/11/2013		J ⁽¹⁾		30,725	A	Ⓛ	34,712	I	By Roger H. Brown Trust, dated August 7, 1996
Common Stock	01/11/2013		J ⁽¹⁾		156,760	A	Ⓛ	177,103	I	By Linda A. Mason Trust, dated

August 7,
1996

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

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(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 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 Number Shares
Class L Common Stock	<u>(1)</u>	01/11/2013		<u>J(1)</u>		873	<u>(1)</u>	<u>(1)</u>	Common Stock	30,722
Class L Common Stock	<u>(1)</u>	01/11/2013		<u>J(1)</u>		4,454	<u>(1)</u>	<u>(1)</u>	Common Stock	156,722
Option to purchase Common Stock	\$ 14.54	01/30/2013		A		8,622	<u>(2)</u>	09/02/2018	Common Stock	8,622
Option to purchase Common Stock	\$ 12	01/30/2013		A		1,119	<u>(3)</u>	09/02/2018	Common Stock	1,119
Option to purchase Common Stock	\$ 14.54	01/30/2013		A		28,684	<u>(4)</u>	09/02/2018	Common Stock	28,684
	\$ 12	01/30/2013		A		3,722	<u>(5)</u>	09/02/2018		3,722

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or an initial public offering of the Issuer's common stock) criteria. As a result of the consummation of the Issuer's initial public offering, the performance criteria was met with respect to all 3,722 shares of common stock subject to this option award, resulting in vesting of the option as to 2,977 shares and an additional 745 shares eligible to vest on May 28, 2013.

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.