

BRIGHT HORIZONS FAMILY SOLUTIONS INC.
 Form 4
 March 19, 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 *
 Kramer Stephen Howard

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
 ___X___ Officer (give title below) ___ Other (specify below)
 Chief Development Officer

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

(Street)

4. 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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price

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

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

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	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)
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Security			(D) (Instr. 3, 4, and 5)								
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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