

BRIGHT HORIZONS FAMILY SOLUTIONS INC
 Form 4
 May 28, 2008

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)
 200 TALCOTT AVENUE SOUTH
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/28/2008

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

WATERTOWN, MA 02472

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

(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)
			Code	V	Amount or Price		
Common Stock	05/28/2008		D		40,180 D \$ 0 ⁽¹⁾	26,404	I By Linda A. Mason Trust
Common Stock	05/28/2008		D		26,404 D \$ 48.25 ⁽²⁾	0	I By Linda A. Mason Trust
Common Stock	05/28/2008		D		8,150 D \$ 0 ⁽¹⁾	21,404	I By Roger H. Brown Trust
Common Stock	05/28/2008		D		21,404 D \$ 48.25	0	I By Roger H. Brown

(2)

Trust

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	<u>(3)</u>	05/28/2008		D	275	<u>(4)</u>	<u>(3)</u>	Common Stock	275
Stock Options (Right to buy)	\$ 12.03	05/28/2008		D	18,080	<u>(5)</u>	12/13/2011	Common Stock	18,080
Stock Options (Right to buy)	\$ 13.295	05/28/2008		D	18,200	<u>(5)</u>	03/06/2013	Common Stock	18,200
Stock Options (Right to buy)	\$ 14.3	05/28/2008		D	3,200	<u>(5)</u>	02/14/2012	Common Stock	3,200
Stock Options (Right to buy)	\$ 34.99	05/28/2008		D	2,000	<u>(5)</u>	06/05/2013	Common Stock	2,000
Stock Options (Right to buy)	\$ 37.6	05/28/2008		D	2,000	<u>(5)</u>	05/24/2012	Common Stock	2,000
Stock Options	\$ 38.1	05/28/2008		D	2,000	<u>(5)</u>	05/08/2014	Common Stock	2,000

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These options were cancelled in the previously announced merger of Bright Horizons Family Solutions with an affiliate of Bain Capital Partners in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of \$48.25 per share, multiplied by the number of shares subject to the option.

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.