

BRIGHT HORIZONS FAMILY SOLUTIONS INC.
 Form 4
 July 13, 2015

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
 ____ Officer (give title below) ____ Other (specify below)
 Chief Development Officer

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

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

(Street)

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 | 07/09/2015 | | M ⁽¹⁾ | 2,447 A \$ 14.54 | 102,783 | I | Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended |
| Common Stock | 07/09/2015 | | S ⁽¹⁾ | 2,447 D \$ 58.2 ⁽²⁾ | 100,336 | I | Stephen H. Kramer, as |

| | | | | | | | | | |
|--------------|------------|--|-------------------------|-------|---|-------------------------------|---------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Common Stock | 07/09/2015 | | <u>M</u> ⁽¹⁾ | 5,426 | A | \$ 12 | 105,762 | I | 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 | 07/09/2015 | | <u>S</u> ⁽¹⁾ | 5,426 | D | \$ <u>58.2</u> ⁽²⁾ | 100,336 | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Option to Purchase Common Stock | \$ 14.54 | 07/09/2015 | | <u>M</u> ⁽¹⁾ | 2,447 | <u>(3)</u> 04/01/2021 | Common Stock | 2,447 |

| | | | | | | | | |
|---------------------------------|-------|------------|------------------|-------|----------------|------------|--------------|-------|
| Option to Purchase Common Stock | \$ 12 | 07/09/2015 | M ⁽¹⁾ | 5,426 | ⁽⁴⁾ | 04/01/2021 | Common Stock | 5,426 |
|---------------------------------|-------|------------|------------------|-------|----------------|------------|--------------|-------|

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 | 07/13/2015 |
|-------------------------------------------------------------|------------|

__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) These trades were made pursuant to a Rule 10b5-1 trading plan.

This transaction was executed in multiple trades at prices ranging from \$57.86 to \$58.44. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) The option to purchase 125,436 shares of common stock is fully vested.

(4) The option to purchase shares 16,278 of common stock is fully vested.

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.