

BRIGHT HORIZONS FAMILY SOLUTIONS INC.
 Form 4
 December 01, 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 *
 DREIER STEPHEN I

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

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/26/2014

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | Price | |
| Common Stock | 11/26/2014 | | M ⁽¹⁾ | | 18,148 | \$ 14.54 | A 74,936 D |
| Common Stock | 11/26/2014 | | S ⁽¹⁾ | | 18,148 | \$ 45 | D 56,788 D |
| Common Stock | 11/28/2014 | | M ⁽¹⁾ | | 13,000 | \$ 14.54 | A 69,788 D |
| Common Stock | 11/28/2014 | | S ⁽¹⁾ | | 13,000 | \$ 45 | D 56,788 D |
| | 06/05/2014 | | G ⁽²⁾ | | 200 | \$ 0 | D 56,588 D |

Common
Stock

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 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 or Number of Shares |
| Option to Purchase Common Stock | \$ 14.54 | 11/26/2014 | | M ⁽¹⁾ | 18,148 | ⁽³⁾ 09/02/2018 | Common Stock 18,148 |
| Option to Purchase Common Stock | \$ 14.54 | 11/28/2014 | | M ⁽¹⁾ | 13,000 | ⁽³⁾ 09/02/2018 | Common Stock 13,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DREIER STEPHEN I C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02472 | | | Chief Administrative Officer | |

Signatures

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

12/01/2014

**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) These trades were made pursuant to a Rule 10b5-1 trading plan.
- (2) This reporting person made a donation to a charitable organization.
- (3) On May 2, 2012, the reporting person was granted an option to purchase 62,296 shares of common stock in connection with the Issuer's option exchange program. The time and performance criteria have been met with respect to this award.

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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