

BROWN ROGER H
Form 4
January 20, 2006

FORM 4

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

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

OMB APPROVAL

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(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)
01/18/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman of the Board

WATERTOWN, MA 02742

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)	(A) or (D)	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)
Common Stock	01/18/2006		M	1,600	A	\$ 11.455 60,184	I	By Linda A. Mason Trust
Common Stock	01/18/2006		M	1,600	A	\$ 14.3 61,784	I	By Linda A. Mason Trust
Common Stock	01/18/2006		M	1,600	A	\$ 13.295 63,384	I	By Linda A. Mason Trust
Common Stock	01/18/2006		M	8,000	A	\$ 8.625 55,334	I	By Roger H. Brown

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Common Stock	01/18/2006	M	1,600	A	\$ 11.455	56,934	I	Trust By Roger H. Brown Trust
Common Stock	01/18/2006	M	4,950	A	\$ 12.03	61,884	I	By Roger H. Brown 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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Options (Right to buy)	\$ 11.455	01/18/2006		M	1,600	04/16/2001	04/16/2011	Common Stock		1,600
Stock Options (Right to buy)	\$ 13.295	01/18/2006		M	1,600	03/06/2003	03/06/2013	Common Stock		1,600
Stock Options (Right to buy)	\$ 14.3	01/18/2006		M	1,600	02/14/2002	02/14/2012	Common Stock		1,600
Stock Options (Right to buy)	\$ 8.625	01/18/2006		M	8,000	03/07/2000	03/07/2010	Common Stock		8,000
Stock Options	\$ 11.455	01/18/2006		M	1,600	04/16/2001	04/16/2011	Common Stock		1,600

(Right to
buy)

Stock Options (Right to buy)	\$ 12.03	01/18/2006	M	4,950	12/13/2001	12/13/2011	Common Stock	4,950
Stock Options (Right to buy)	\$ 13.295				03/06/2003	03/06/2013	Common Stock	24,000
Stock Options (Right to buy)	\$ 14.3				02/14/2002	02/14/2012	Common Stock	4,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN ROGER H 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02742	X		Chairman of the Board	

Signatures

Elizabeth J.
Boland 01/20/2006

__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).

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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