

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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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 \*  
**LISSY DAVID 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)

Chief Executive Officer

**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 Beneficial Ownership (Instr. 4)
Common Stock	05/28/2008		D	39,384	D \$ 0 <sup>(1)</sup>	77,178	D
Common Stock	05/28/2008		D	77,178	D \$ 48.25 <sup>(2)</sup>	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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**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)	\$ 12.03	05/28/2008		D		59,050		<u>(3)</u>	12/13/2011	Common Stock	59,050
Stock Options (Right to buy)	\$ 13.295	05/28/2008		D		18,000		<u>(3)</u>	03/06/2013	Common Stock	18,000
Stock Options (Right to buy)	\$ 13.82	05/28/2008		D		1,632		<u>(3)</u>	05/22/2011	Common Stock	1,632
Stock Options (Right to buy)	\$ 14.3	05/28/2008		D		40,910		<u>(3)</u>	02/14/2012	Common Stock	40,910
Stock Options (Right to buy)	\$ 34.44	05/28/2008		D		43,030		<u>(3)</u>	02/28/2012	Common Stock	43,030
Stock Options (Right to buy)	\$ 36.63	05/28/2008		D		34,510		<u>(3)</u>	02/16/2013	Common Stock	34,510
Stock Options (Right to buy)	\$ 41.88	05/28/2008		D		28,800		<u>(3)</u>	02/20/2014	Common Stock	28,800

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

LISSY DAVID H  
200 TALCOTT AVENUE SOUTH X  
WATERTOWN, MA 02472

Chief Executive Officer

## Signatures

Elizabeth J.  
Boland 05/28/2008

\*\*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).

(3) Immediately before the effective time of the merger, all unvested options become fully vested and exercisable.

32,900 of these options were cancelled in the merger in exchange for a cash payment equal to the difference between the exercise price of

(6) the option and the merger consideration of \$48.25 per share, multiplied by the number of shares subject to the option. 8,000 of these options were rolled over into the surviving corporation in the merger and replaced with new options.

(2) Disposed of in connection with the merger in exchange for the right to receive \$48.25 per share.

(5) These options were rolled over into the surviving corporation in the merger and replaced with new options.

(1) Disposed of in connection with the merger in exchange for an equity interest in the surviving corporation. In connection with the merger, the issuer's common stock was valued at \$48.25 per share.

These options were cancelled in the previously announced merger of Bright Horizons Family Solutions with an affiliate of Bain Capital

(4) 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.

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