

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 4

November 15, 2016

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 *
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)

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

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

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

11/10/2016

(Street)

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 or Price		
Common Stock	11/10/2016		M ⁽¹⁾		2,238 A \$ 12	4,473	D
Common Stock	11/10/2016		M ⁽¹⁾		7,744 A \$ 14.54	12,217	D
Common Stock	11/10/2016		S ⁽¹⁾		9,982 D \$ 68	2,235	D
Common Stock	11/10/2016		M ⁽¹⁾		15,334 A \$ 14.54	24,604	I By Spouse
	11/10/2016		S ⁽¹⁾		2,018 D \$ 68	22,586	I By Spouse

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Common Stock									
Common Stock	11/11/2016	S ⁽¹⁾	12,400	D	\$ 70.01 (2)	10,186	I		By Spouse
Common Stock	11/11/2016	S ⁽¹⁾	916	D	\$ 72 (3)	9,270	I		By Spouse
Common Stock	11/14/2016	M ⁽¹⁾	12,124	A	\$ 14.54	21,394	I		By Spouse
Common Stock	11/14/2016	S ⁽¹⁾	12,124	D	\$ 72.04 (4)	9,270	I		By Spouse
Common Stock						130,838	I		By Linda A. Mason Trust
Common Stock						1,226	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option to Purchase Common Stock	\$ 14.54	11/10/2016		M ⁽¹⁾	7,744	(5)	09/02/2018	Common Stock	7,744
Option to Purchase Common Stock	\$ 12	11/10/2016		M ⁽¹⁾	2,238	(5)	09/02/2018	Common Stock	2,238

Option to Purchase Common Stock	\$ 14.54	11/10/2016	M ⁽¹⁾	2,018	(5)	09/02/2018	Common Stock	2,018
Option to Purchase Common Stock	\$ 14.54	11/11/2016	M ⁽¹⁾	13,316	(5)	09/02/2018	Common Stock	13,316
Option to Purchase Common Stock	\$ 14.54	11/14/2016	M ⁽¹⁾	12,124	(5)	09/02/2018	Common Stock	12,124

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BROWN ROGER H
C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC
200 TALCOTT AVENUE SOUTH
WATERTOWN, MA 02472

Signatures

/s/ John Casagrande, attorney-in-fact for Roger Brown

11/15/2016

__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 transaction was executed in multiple trades at prices ranging from \$70.00 to \$70.08. 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) This transaction was executed in multiple trades at prices ranging from \$72.00 to \$72.01. 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.

(4) This transaction was executed in multiple trades at prices ranging from \$72.00 to \$72.31. 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.

(5) The option to purchase shares 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.

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