

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 4

December 22, 2016

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kramer Stephen Howard

(Last) (First) (Middle)

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

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BRIGHT HORIZONS FAMILY
SOLUTIONS INC. [BFAM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 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	11/16/2016		G ⁽¹⁾	V	700	D	\$ 0
							116,200
							I
	12/20/2016		M ⁽²⁾		6,667	A	\$ 22
							122,867
							I

Stephen H.
Kramer, as
Trustee of
the Charles
River
View Trust
dtd
12/13/07
as Amende

Common
StockStephen H.
Kramer, as
Trustee of
the Charles
River
View Trust
dtd
12/13/07
as
AmendedCommon
Stock

12/20/2016

S⁽²⁾

6,667

D

\$

70.07

116,200

I

⁽³⁾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.**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)	8. D Se (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 22	12/20/2016		M ⁽²⁾	6,667	⁽⁴⁾	01/25/2020	Common Stock	6,667

Signatures

12/22/2016

Date _____

Explanation of Responses:

- (1) The reporting person made a donation to a charitable organization.
- (2) These trades were made pursuant to a Rule 10b5-1 trading plan.

(3) 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) The time and performance criteria have been met with respect to this award and the option is fully vested.

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.