

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 _____ 10% Owner
____ Officer (give title below) _____ 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)
				(A) or (D)	Price		
Common Stock	11/10/2016		<u>M</u> ⁽¹⁾	A	\$ 12	4,473	D
Common Stock	11/10/2016		<u>M</u> ⁽¹⁾	A	\$ 14.54	12,217	D
Common Stock	11/10/2016		<u>S</u> ⁽¹⁾	D	\$ 68	2,235	D
Common Stock	11/10/2016		<u>M</u> ⁽¹⁾	A	\$ 14.54	24,604	I By Spouse
	11/10/2016		<u>S</u> ⁽¹⁾	D	\$ 68	22,586	I By Spouse

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Common Stock									
Common Stock	11/11/2016		S ⁽¹⁾	12,400	D	\$ (2) 70.01	10,186	I	By Spouse
Common Stock	11/11/2016		S ⁽¹⁾	916	D	\$ (3) 72	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	\$ (4) 72.04	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.

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.

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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)	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

