

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 4

December 11, 2015

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 SECURITIESFiled 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 *
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)
12/09/20154. 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 below) ☐ Other (specify below)
Chief Development Officer6. Individual or Joint/Group Filing(Check Applicable Line)
☒ 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 (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	12/09/2015		M ⁽¹⁾	7,873 A	\$ 14.54 108,209	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended
Common Stock	12/09/2015		S ⁽¹⁾	7,493 D	\$ 64.57 100,716	I	Stephen H. Kramer, as

(2)Trustee of
the Charles
River View
Trust dtd
12/13/07 as
AmendedStephen H.
Kramer, as
Trustee of
the Charles
River View
Trust dtd
12/13/07 as
Amended

Common Stock	12/09/2015	S <u>(1)</u>	380	D	\$ <u>(3)</u> 64.02	100,336	I
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	\$ 14.54	12/09/2015		M <u>(1)</u>	7,873	<u>(4)</u>	04/01/2021	Common Stock	7,873

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kramer Stephen Howard C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC	Chief Development Officer

200 TALCOTT AVENUE SOUTH
WATERTOWN, MA 02472

Signatures

/s/ John Casagrande, as attorney in fact for Stephen
Kramer

12/11/2015

__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.

This transaction was executed in multiple trades at prices ranging from \$64.05 to \$65.03. 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 \$64.02 to \$64.025. 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) 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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