

MASON LINDA A
Form 4
February 22, 2013

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 *
MASON LINDA A

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

02/21/2013

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 02/21/2013 | | M | | 66,308 A \$ 2.56 | I | By Spouse |
| Common Stock | 02/21/2013 | | M | | 8,605 A \$ 4.93 | I | By Spouse |
| Common Stock | 02/21/2013 | | M | | 2,745 A \$ 2.56 | I | By Spouse |
| Common Stock | 02/21/2013 | | M | | 356 A \$ 4.93 | I | By Spouse |
| | | | | | 177,103 | I | |

| | | | | | | |
|--------------|--------|---|--|--|--|-------------------------|
| Common Stock | | | | | | By Linda A. Mason Trust |
| Common Stock | 34,712 | 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.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option to purchase Common Stock | \$ 2.56 | 02/21/2013 | | M | 66,308 | 05/28/2008 03/06/2013 | Common Stock 66,308 |
| Option to purchase Common Stock | \$ 4.93 | 02/21/2013 | | M | 8,605 | 05/28/2008 03/06/2013 | Common Stock 8,605 |
| Option to purchase Common Stock | \$ 2.56 | 02/21/2013 | | M | 2,745 | 05/28/2008 06/05/2013 | Common Stock 2,745 |
| Option to purchase Common Stock | \$ 4.93 | 02/21/2013 | | M | 356 | 05/28/2008 06/05/2013 | Common Stock 356 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

MASON LINDA A
C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC
200 TALCOTT AVENUE SOUTH
WATERTOWN, MA 02472

X

Signatures

/s/ John Casagrande, as attorney in fact for Linda
Mason

02/22/2013

__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).

Remarks:

The Form 3 filed January 24, 2013 reported that the reporting person's spouse held options to purchase 71,165 shares of the Iss

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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