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BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 4

March 14, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or

SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TOCIO MARY ANN

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

BRIGHT HORIZONS FAMILY SOLUTIONS INC. [BFAM]

(Check all applicable)

President and COO

(Last)

(City)

Common

Stock

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

03/13/2014

_X__ Director X_ Officer (give title

10% Owner Other (specify

C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC, 200 TALCOTT

AVENUE SOUTH

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

(State)

03/13/2014

(Street)

X Form filed by One Reporting Person Form filed by More than One Reporting

WATERTOWN, MA 02472

(Zip)

(Middle)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or Amount (D)

1.811

Reported Transaction(s) (Instr. 3 and 4)

Following

Code V Price Common 03/13/2014 204,277 D M 1,811 14.54 Stock

S

D

\$40

202,466

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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. Transactic 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	\$ 14.54	03/13/2014		M	1,811	<u>(1)</u>	09/02/2018	Common Stock	1,811

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
TOCIO MARY ANN C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02472	X		President and COO			

Signatures

/s/ John Casagrande, attorney-in-fact for Mary Ann
Tocio
03/14/2014

**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).
- On May 2, 2012, the reporting person received in exchange for an earlier grant an option to purchase 502,590 shares of the registrant's common stock subject to time and performance vesting criteria. The time and performance criteria have been met with respect to this award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.

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