

BRIGHT HORIZONS FAMILY SOLUTIONS INC  
 Form 4  
 May 28, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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)  
 200 TALCOTT AVENUE SOUTH  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/28/2008

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

WATERTOWN, MA 02472

(City) (State) (Zip)

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

**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) |        |   |                         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|-------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |        |   |                         |
| Common Stock                    | 05/28/2008                           |  | D                              |   | 40,180  | D  | \$ 0 <sup>(1)</sup>                        | 26,404 | I | By Linda A. Mason Trust |
| Common Stock                    | 05/28/2008                           |  | D                              |   | 26,404  | D  | \$ 48.25 <sup>(2)</sup>                    | 0      | I | By Linda A. Mason Trust |
| Common Stock                    | 05/28/2008                           |  | D                              |   | 8,150   | D  | \$ 0 <sup>(1)</sup>                        | 21,404 | I | By Roger H. Brown Trust |
| Common Stock                    | 05/28/2008                           |  | D                              |   | 21,404  | D  | \$ 48.25                                   | 0      | I | By Roger H. Brown       |

(2)

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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Restricted Share Units                     | <u>(3)</u>   | 05/28/2008                           |  | D                              | 275   | <u>(4)</u>   | <u>(3)</u>  | Common Stock               | 275                        |
| Stock Options (Right to buy)               | \$ 12.03   | 05/28/2008                           |  | D                              | 18,080  | <u>(5)</u>   | 12/13/2011  | Common Stock               | 18,080                     |
| Stock Options (Right to buy)               | \$ 13.295  | 05/28/2008                           |  | D                              | 18,200  | <u>(5)</u>   | 03/06/2013  | Common Stock               | 18,200                     |
| Stock Options (Right to buy)               | \$ 14.3  | 05/28/2008                           |  | D                              | 3,200   | <u>(5)</u>   | 02/14/2012  | Common Stock               | 3,200                      |
| Stock Options (Right to buy)               | \$ 34.99   | 05/28/2008                           |  | D                              | 2,000   | <u>(5)</u>   | 06/05/2013  | Common Stock               | 2,000                      |
| Stock Options (Right to buy)               | \$ 37.6  | 05/28/2008                           |  | D                              | 2,000   | <u>(5)</u>   | 05/24/2012  | Common Stock               | 2,000                      |
| Stock Options                              | \$ 38.1  | 05/28/2008                           |  | D                              | 2,000   | <u>(5)</u>   | 05/08/2014  | Common Stock               | 2,000                      |



## Edgar Filing: BRIGHT HORIZONS FAMILY SOLUTIONS INC - Form 4

These options were cancelled in the previously announced merger of Bright Horizons Family Solutions with an affiliate of Bain Capital Partners in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of \$48.25 per share, multiplied by the number of shares subject to the option.

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.