

BROWN ROGER H
Form 4
January 20, 2006

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)
200 TALCOTT AVENUE SOUTH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/18/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

WATERTOWN, MA 02742

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

(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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	01/18/2006		M	1,600 A \$ 11.455	60,184	I	By Linda A. Mason Trust
Common Stock	01/18/2006		M	1,600 A \$ 14.3	61,784	I	By Linda A. Mason Trust
Common Stock	01/18/2006		M	1,600 A \$ 13.295	63,384	I	By Linda A. Mason Trust
Common Stock	01/18/2006		M	8,000 A \$ 8.625	55,334	I	By Roger H. Brown

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Common Stock	01/18/2006		M	1,600	A	\$ 11.455	56,934	I	Trust By Roger H. Brown Trust
Common Stock	01/18/2006		M	4,950	A	\$ 12.03	61,884	I	Trust By Roger H. Brown Trust

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

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(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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 11.455	01/18/2006		M	1,600	04/16/2001 04/16/2011	Common Stock	1,600
Stock Options (Right to buy)	\$ 13.295	01/18/2006		M	1,600	03/06/2003 03/06/2013	Common Stock	1,600
Stock Options (Right to buy)	\$ 14.3	01/18/2006		M	1,600	02/14/2002 02/14/2012	Common Stock	1,600
Stock Options (Right to buy)	\$ 8.625	01/18/2006		M	8,000	03/07/2000 03/07/2010	Common Stock	8,000
Stock Options	\$ 11.455	01/18/2006		M	1,600	04/16/2001 04/16/2011	Common Stock	1,600

(Right to
buy)

Stock Options (Right to buy)	\$ 12.03	01/18/2006	M	4,950	12/13/2001	12/13/2011	Common Stock	4,950
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Stock Options (Right to buy)	\$ 13.295				03/06/2003	03/06/2013	Common Stock	24,000
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Stock Options (Right to buy)	\$ 14.3				02/14/2002	02/14/2012	Common Stock	4,800
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN ROGER H 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02742	X		Chairman of the Board	

Signatures

Elizabeth J. Boland	01/20/2006
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**Signature of Reporting Person	Date
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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).

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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