Burke Mary Lou Form 4 July 20, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Burke Mary Lou

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

BRIGHT HORIZONS FAMILY

SOLUTIONS INC. [BFAM]

3. Date of Earliest Transaction

(Month/Day/Year)

07/19/2017

Director 10% Owner Other (specify Officer (give title

below) COO North America Center Ops

C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC, 200 TALCOTT **AVENUE SOUTH**

(State)

(First)

(Street) 4. If Amendment, Date Original

(Middle)

(Zin)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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Estimated average

burden hours per

Applicable Line)

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

Person

Issuer

WATERTOWN, MA 02472

(City)	(State)	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. Transactio Code (Instr. 8)	4. Securi n(A) or Di (Instr. 3,	(A) or	d of (D)	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	07/19/2017		M <u>(1)</u>	1,000	A	\$ 14.54	32,266	D		
Common Stock	07/19/2017		S <u>(1)</u>	1,000	D	\$ 79.98	31,266	D		
Common Stock							1,260	I	UTMA Custodian for daughter (2)	
Common							1,260	I	UTMA	

Stock Custodian for

daughter (2)

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. Transacti Code (Instr. 8)	5. Number iomf 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	\$ 14.54	07/19/2017		M <u>(1)</u>		1,000	<u>(3)</u>	05/02/2022	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Burke Mary Lou C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02472

COO North America Center Ops

Signatures

Stock

/s/ Stephen I. Dreier, as attorney in fact for Mary Lou Burke

07/20/2017

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- (1) These trades were made pursuant to a Rule 10b5-1 trading plan.
- (2) Shares held indirectly under the Uniform Transfer to Minors Act and reporting person disclaims any beneficial ownership of these shares except for any pecuniary interest therein.
- (3) The time and performance criteria have been met with respect to this award and the option 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. 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.