

BRIGHT HORIZONS FAMILY SOLUTIONS INC

Form 4

May 28, 2008

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
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

OMB APPROVAL

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(Print or Type Responses)

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

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)
President & COO

WATERTOWN, MA 02472

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/28/2008		D	72,045	D		
				(A) or (D)	Price \$ 48.25		
					(1)		

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to buy)	\$ 7.41	05/28/2008		D	3,200	<u>(2)</u>	11/16/2009	Common Stock	3,200
Stock Options (Right to buy)	\$ 8.31	05/28/2008		D	17,886	<u>(2)</u>	06/01/2010	Common Stock	17,886
Stock Options (Right to buy)	\$ 8.63	05/28/2008		D	3,200	<u>(2)</u>	03/07/2010	Common Stock	3,200
Stock Options (Right to buy)	\$ 11.46	05/28/2008		D	1,600	<u>(2)</u>	04/16/2011	Common Stock	1,600
Stock Options (Right to buy)	\$ 12.03	05/28/2008		D	64,877	<u>(2)</u>	12/13/2011	Common Stock	64,877
Stock Options (Right to buy)	\$ 13.3	05/28/2008		D	30,000	<u>(2)</u>	03/06/2013	Common Stock	30,000
Stock Options (Right to buy)	\$ 13.82	05/28/2008		D	1,600	<u>(2)</u>	05/22/2011	Common Stock	1,600
Stock Options (Right to buy)	\$ 14.3	05/28/2008		D	48,000	<u>(2)</u>	02/14/2012	Common Stock	48,000
Stock Options (Right to buy)	\$ 34.44	05/28/2008		D	33,100	<u>(2)</u>	02/28/2012	Common Stock	33,100

Stock Options (Right to buy)	\$ 36.63	05/28/2008	D	24,650	<u>(2)</u>	02/16/2013	Common Stock	24,650
Stock Options (Right to buy)	\$ 41.88	05/28/2008	D	12,000	<u>(2)</u>	02/20/2014	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOCIO MARY ANN 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02472	X		President & COO	

Signatures

Elizabeth J. Boland 05/28/2008

__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).
- (2) Immediately before the effective time of the merger, all unvested options become fully vested and exercisable.
- (1) Disposed of in connection with the merger in exchange for the right to receive \$48.25 per share.
8,000 of these options were cancelled in the merger 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. 40,000 of these options were rolled over into the surviving corporation in the merger and replaced with new options.
- (4) These options were rolled over into the surviving corporation in the merger and replaced with new options.
These options were cancelled in the previously announced merger of Bright Horizons Family Solutions with an affiliate of Bain Capital
- (3) 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.