FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  Kramer Stephen Howard	BR	suer Name <b>and</b> Ticl RIGHT HORIZ DLUTIONS IN	<u>ZONS</u>	FA	MILY		5. Relationship of Reporting Person(s) to Iss Check all applicable) Director 10% Ow				
(Last) (First) (Midd C/O BRIGHT HORIZONS FAMILY SO	,	3. D	ate of Earliest Trans				X	Officer (give title below)  Chief Development	(specify v) er		
INC 200 TALCOTT AVENUE SOUTH		4. If	Amendment, Date	of Origina	ıl File	d (Month/Day/	Line)	Individual or Joint/Group Filing (Check Applicatione)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person			
(Street) WATERTOWN MA 024	72										
(City) (State) (Zip)											
Table I	- Non-Deriva	ative	Securities Acc	quired,	Dis	posed of, o	or Ben	eficially	Owned		
1. Title of Security (Instr. 3)	2. Transacti Date (Month/Day/	ansaction 2A. Deemed		3. Transaction Code (Instr. 8)		4. Securities Acquired ( Disposed Of (D) (Instr. and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	Amount	ount (A) or Pr		Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(msu. 4)
Common Stock	03/17/20	)14		М		3,682	A	\$14.54	82,868	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended
Common Stock	03/17/20	)14		S		3,682	D	\$39.52	79,186	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended
Common Stock	03/17/20	)14		М		5,614	A	\$14.54	84,800	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended

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. Transac Code (Ir 8)	tion nstr.	4. Securities Disposed Of and 5)	Acquire (D) (Ins	ed (A) or tr. 3, 4	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)		
Common Stock	03/17/2014		S		5,614	D	\$39.41	79,186	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended		
Common Stock	03/18/2014		М		11,610	A	\$14.54	90,796	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended		
Common Stock	03/18/2014		S		11,610	D	\$39.45	79,186	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended		
Common Stock	03/18/2014		М		2,713	A	\$12	81,899	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended		

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. Transac Code (Ir 8)		4. Securities Disposed Of and 5)	Acquire (D) (Ins	ed (A) or tr. 3, 4	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)		
Common Stock	03/18/2014		S		2,713	D	\$39.45	79,186	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended		
Common Stock	03/18/2014		М		377	A	\$12	79,563	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended		
Common Stock	03/18/2014		S		377	D	\$39.45	79,186	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended		
Common Stock	03/18/2014		М		2,336	A	\$12	81,522	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended		

		Tab	le I - I	Non-Deri	vative	Sec	urit	ies Ad	quired,	Dis	sposed o	of, or B	eneficia	lly Owne	ed		
1. Title of	Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)			y	ned n Date, ay/Year	3. Transac Code (Ir 8)		Dispose		uired (A) o	5. Amo Securi Benefi Owned	cially	6. Ownersh Form: Dire (D) or Indirect (I)	
									Code	v	Amount	(A) (D)	or Price	Report Transa	ted action(s) 3 and 4)	(Instr. 4)	(msu. 4)
Common	ı Stock			03/18/2	2014				S		2,336	6 D	\$39.2	27 79	9,186	I	Stepher H. Kramer as Trustee of the Charles River View Trust di 12/13/0 as Amend
Common	ı Stock			03/18/2	2014				М		19,62	8 A	. \$14.5	54 98	3,814	I	Stepher H. Kramer as Trustee of the Charles River View Trust di 12/13/0 as Amend
Common	ı Stock			03/18/2	2014				S		19,62	8 D	\$39.2	27 79	9,186	I	Stepher H. Kramer as Trustee of the Charles River View Trust di 12/13/0 as Amend
		Т	able I	I - Deriva										y Owned			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any		4. Transac Code (I 8)	ction	5. N of Der Sec Acc (A) Dis of (	ivative urities juired or posed D)	6. Date Expiration	options, C 6. Date Exercis Expiration Dat (Month/Day/Ye		7. Title a Amount Securitie Underly Derivativ	and of es ing	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transaction (Instr. 4)	Owner Form: Direct or Ind (I) (Ins	(D) Benefic (D) Owners irect (Instr.
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$14.54	03/17/2014			M			3,682	(1)		04/01/2021	Common Stock	3,682	\$0	121,75	4 E	
Option to Purchase Common Stock	\$14.54	03/17/2014			М			5,614	(1)		04/01/2021	Common Stock	5,614	\$0	116,14	0 Е	
Option to Purchase Common Stock	\$14.54	03/18/2014			М			11,610	(1)		04/01/2021	Common	11,610	\$0	104,53	0 Е	

	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)	Transaction of Code (Instr. Derivative			ivative urities juired or posed D)	6. Date Exer Expiration D (Month/Day/	ate	7. Title an Amount of Securities Underlyin Derivative Security ( and 4)	of s ng	8. Price of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$12	03/18/2014		М			2,713	(2)	04/01/2021	Common Stock	2,713	\$0	13,565	D	
Option to Purchase Common Stock	\$12	03/18/2014		М			377	(2)	04/01/2021	Common Stock	377	\$0	13,188	D	
Option to Purchase Common Stock	\$12	03/18/2014		М			2,336	(2)	04/01/2021	Common Stock	2,336	\$0	10,852	D	
Option to Purchase Common Stock	\$14.54	03/18/2014		М			19,628	(1)	04/01/2021	Common Stock	19,628	\$0	84,902	D	

## Explanation of Responses:

- 1. The option to purchase 125,436 shares of common stock is vested as to 41,812 shares. On June 1, 2014, 41,812 shares will be eligible to vest and the remaining 41,182 shares will be eligible to vest on June 1, 2015.
- 2. The option to purchase shares 16,278 of common stock is vested as to 5,426 shares. On June 1, 2014, 5,426 shares will be eligible to vest and the remaining 5,426 shares will be eligible to vest on June 1, 2015.

## Remarks:

/s/ John Casagrande, as

attorney in fact for Stephen 03/19/2014

<u>Kramer</u>

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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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