

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* <u>TOCIO MARY ANN</u> _____ (Last) (First) (Middle) <u>C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC</u> <u>200 TALCOTT AVENUE SOUTH</u> _____ (Street) <u>WATERTOWN MA 02472</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>BRIGHT HORIZONS FAMILY SOLUTIONS INC. [ BFAM ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and COO</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/11/2014</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/11/2014		M		29,238	A	\$14.54	206,704	D	
Common Stock	08/11/2014		S		29,238	D	\$41	177,466	D	
Common Stock	08/12/2014		M		5,061	A	\$14.54	182,527	D	
Common Stock	08/12/2014		S		5,061	D	\$41	177,466	D	
Common Stock	08/13/2014		M		3,036	A	\$14.54	180,502	D	
Common Stock	08/13/2014		S		3,036	D	\$41	177,466	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number 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		Date Exercisable	Expiration Date						Title
Option to Purchase Common Stock	\$14.54	08/11/2014		M		29,238	(I)	09/02/2018	Common Stock	29,238	\$0	248,352	D	
Option to Purchase Common Stock	\$14.54	08/12/2014		M		5,061	(I)	09/02/2018	Common Stock	5,061	\$0	243,291	D	
Option to Purchase Common Stock	\$14.54	08/13/2014		M		3,036	(I)	09/02/2018	Common Stock	3,036	\$0	240,255	D	

**Explanation of Responses:**

1. On May 2, 2012, the reporting person received in exchange for an earlier grant an option to purchase 502,590 shares of the registrant's common stock subject to time and performance vesting criteria. The time and performance criteria have been met with respect to this award.

**Remarks:**

/s/ John Casagrande, attorney-  
in-fact for Mary Ann Tocio 08/13/2014

\*\* Signature of Reporting Person      Date

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

\* 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.

**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 Number.**