

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>Kramer Stephen Howard</u> <hr/> (Last) (First) (Middle) C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC 200 TALCOTT AVENUE SOUTH <hr/> (Street) WATERTOWN MA 02472 <hr/> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Development Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/17/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/17/2014		M		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	03/17/2014		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	03/17/2014		M		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

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			Code	V	Amount	(A) or (D)	Price			
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		M		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		M		2,713	A	\$12	81,899	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended

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			Code	V	Amount	(A) or (D)	Price			
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		M		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		M		2,336	A	\$12	81,522	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/18/2014		S		2,336	D	\$39.27	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		M		19,628	A	\$14.54	98,814	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended
Common Stock	03/18/2014		S		19,628	D	\$39.27	79,186	I	Stephen H. Kramer, as Trustee of the Charles River View Trust dtd 12/13/07 as Amended

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Option to Purchase Common Stock	\$14.54	03/17/2014		M			3,682	(I)	04/01/2021	Common Stock	3,682	\$0	121,754	D	
Option to Purchase Common Stock	\$14.54	03/17/2014		M			5,614	(I)	04/01/2021	Common Stock	5,614	\$0	116,140	D	
Option to Purchase Common Stock	\$14.54	03/18/2014		M			11,610	(I)	04/01/2021	Common Stock	11,610	\$0	104,530	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Option to Purchase Common Stock	\$12	03/18/2014		M			2,713	(2)	04/01/2021	Common Stock	2,713	\$0	13,565	D	
Option to Purchase Common Stock	\$12	03/18/2014		M			377	(2)	04/01/2021	Common Stock	377	\$0	13,188	D	
Option to Purchase Common Stock	\$12	03/18/2014		M			2,336	(2)	04/01/2021	Common Stock	2,336	\$0	10,852	D	
Option to Purchase Common Stock	\$14.54	03/18/2014		M			19,628	(1)	04/01/2021	Common Stock	19,628	\$0	84,902	D	

Explanation of Responses:

- 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.
- 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
Kramer

** 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.