

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>Henry Danroy T SR</u> _____ (Last) (First) (Middle) C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC 200 TALCOTT AVENUE SOUTH _____ (Street) WATERTOWN MA 02472 _____ (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 Human Resources Officer</u> | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/11/2013 | | | | | |
| | | | 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 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 | 09/11/2013 | | M | | 2,252 | A | \$2.56 | 9,210 | D | |
| Common Stock | 09/11/2013 | | M | | 292 | A | \$4.93 | 9,502 | D | |
| Common Stock | 09/11/2013 | | M | | 17,676 | A | \$12 | 27,178 | D | |
| Common Stock | 09/11/2013 | | M | | 43,645 | A | \$14.54 | 70,823 | D | |
| Common Stock | 09/11/2013 | | S ⁽¹⁾ | | 70,823 | D | \$36.42 ⁽²⁾ | 0 | D | |
| Common Stock | 09/12/2013 | | M | | 24,458 | A | \$14.54 | 24,458 | D | |
| Common Stock | 09/12/2013 | | M | | 8,601 | A | \$14.54 | 33,059 | D | |
| Common Stock | 09/12/2013 | | S ⁽¹⁾ | | 33,059 | D | \$36.87 ⁽³⁾ | 0 | 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 | \$2.56 | 09/11/2013 | | M | | | 2,252 | 05/28/2008 | 02/19/2014 | Common Stock | 2,252 | \$0 | 0 | D | |
| Option to purchase Common Stock | \$4.93 | 09/11/2013 | | M | | | 292 | 05/28/2008 | 02/19/2014 | Common Stock | 292 | \$0 | 0 | D | |
| Option to purchase Common Stock | \$12 | 09/11/2013 | | M | | | 17,676 | (4) | 09/02/2018 | Common Stock | 17,676 | \$0 | 0 | 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 | Amount or Number of Shares | | | | |
| Option to purchase Common Stock | \$14.54 | 09/11/2013 | | M | | | 43,645 | (5) | 09/02/2018 | Common Stock | 43,645 | \$0 | 92,561 | D | |
| Option to purchase Common Stock | \$14.54 | 09/12/2013 | | M | | | 33,059 | (5) | 09/02/2018 | Common Stock | 33,059 | \$0 | 59,502 | D | |

Explanation of Responses:

- The sales reported in this row were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 28, 2013.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.23 to \$36.56, inclusive. The reporting person undertakes to provide Bright Horizons Family Solutions Inc., any security holder of Bright Horizons Family Solutions Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.83 to \$37.00, inclusive. The reporting person undertakes to provide Bright Horizons Family Solutions Inc., any security holder of Bright Horizons Family Solutions Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) to this Form 4.
- On May 2, 2012, the reporting person received in exchange for an earlier grant an option to purchase 17,676 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.
- On May 2, 2012, the reporting person received in exchange for an earlier grant an option to purchase 136,206 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.

/s/ John Casagrande, as
attorney in fact for Danroy 09/13/2013
Henry, Sr.

** 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.