

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Meyer Robert Joseph JR

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
____X____ Officer (give title ____ Other (specify
below) below)

Chief Accounting Officer

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

WATERTOWN, MA 02472

(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 (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 Ownership (Instr. 4)
Common Stock	05/28/2008		D	2,000	D \$ 0 ⁽¹⁾ 9,000	D	
Common Stock	05/28/2008		D	9,000	D \$ 48.25 0 ⁽²⁾	D	

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
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(9-02)

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 Underlying Securities (Instr. 3 and 4)		8. I. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 32.57	05/28/2008		D	4,000	<u>(3)</u>	02/15/2012	Common Stock	4,000	
Stock Options (Right to buy)	\$ 33.51	05/28/2008		D	3,000	<u>(3)</u>	02/27/2013	Common Stock	3,000	
Stock Options (Right to buy)	\$ 38.6	05/28/2008		D	1,500	<u>(3)</u>	09/23/2012	Common Stock	1,500	
Stock Options (Right to buy)	\$ 39.44	05/28/2008		D	4,000	<u>(3)</u>	02/06/2014	Common Stock	4,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meyer Robert Joseph JR 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02472			Chief Accounting Officer	

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).

(3) Immediately before the effective time of the merger, all unvested options become fully vested and exercisable.

1,472 of these options were cancelled in the merger in exchange for a cash payment equal to the difference between the exercise price of
(5) the option and the merger consideration of \$48.25 per share, multiplied by the number of shares subject to the option. 28 of these options were rolled over into the surviving corporation in the merger and replaced with new options.

(2) Disposed of in connection with the merger in exchange for the right to receive \$48.25 per share.

(4) These options were rolled over into the surviving corporation in the merger and replaced with new options.

Disposed of in connection with the merger in exchange for an equity interest in the surviving corporation. In connection with the merger,
(1) the issuer's common stock was valued at \$48.25 per share.

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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