

Burke Mary Lou
Form 4
January 05, 2018

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 *
Burke Mary Lou

(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
BRIGHT HORIZONS FAMILY
SOLUTIONS INC. [BFAM]

3. Date of Earliest Transaction
(Month/Day/Year)
01/05/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
COO North America Center Ops

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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. 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)
				(A) or (D)			
Common Stock	12/13/2017		G ⁽¹⁾	V 105 D \$ 0	31,161	D	
Common Stock	12/13/2017		G ⁽²⁾	V 40 D \$ 0	31,121	D	
Common Stock	12/13/2017		G ⁽²⁾	V 20 A \$ 0	1,280	I	UTMA Custodian for daughter
Common	12/13/2017		G ⁽²⁾	V 20 A \$ 0	1,280	I	UTMA

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Stock								Custodian for daughter
Common Stock	01/05/2018	M ⁽³⁾	1,100	A	\$ 36.29	32,221	D	
Common Stock	01/05/2018	S ⁽³⁾	1,100	D	\$ 94.48	31,121	D	

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

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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. D Se (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 36.29	01/05/2018		M ⁽³⁾	1,100	⁽⁴⁾	01/06/2021	Common Stock	1,100

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Burke Mary Lou C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02472	COO North America Center Ops

Signatures

/s/ John Casagrande, as attorney in fact for Mary Lou
Burke

01/05/2018

__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).

(1) This transaction involved a gift of securities.

This transaction involved a gift of securities by the reporting person to her daughters. The shares are held indirectly under the Uniform

(2) Transfer to Minors Act and the reporting person disclaims any beneficial ownership of these shares except for any pecuniary interest therein.

(3) These trades were made pursuant to a Rule 10b5-1 trading plan.

(4) The option to purchase 25,280 shares of common stock is vested as to 15,168 shares. The remaining portion of the option award is eligible to vest in two equal annual installments beginning on January 6, 2018.

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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