Edgar Filing: BRIGHT HORIZONS FAMILY SOLUTIONS INC - Form 4

BRIGHT HORIZONS FAMILY SOLUTIONS INC

Form 4 May 28, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB 3235-0287

Check this box if no longer

Number: January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

Estimated average burden hours per response... 0.5

Form filed by More than One Reporting

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TOCIO MARY ANN		Person *	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)	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2008	_X_ Director 10% Owner X Officer (give title Other (specify below) President & COO		
	(Street)		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		

WATERTOWN, MA 02472

(State)

(Zip)

(City)

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	Securi	ities Acqu	uired, Disposed of	f, or Beneficiall	y 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	05/28/2008		D	72,045	D	\$ 48.25 (1)	0	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: BRIGHT HORIZONS FAMILY SOLUTIONS INC - Form 4

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V ((A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 7.41	05/28/2008		D	3,200	(2)	11/16/2009	Common Stock	3,200
Stock Options (Right to buy)	\$ 8.31	05/28/2008		D	17,886	(2)	06/01/2010	Common Stock	17,886
Stock Options (Right to buy)	\$ 8.63	05/28/2008		D	3,200	(2)	03/07/2010	Common Stock	3,200
Stock Options (Right to buy)	\$ 11.46	05/28/2008		D	1,600	(2)	04/16/2011	Common Stock	1,600
Stock Options (Right to buy)	\$ 12.03	05/28/2008		D	64,877	(2)	12/13/2011	Common Stock	64,877
Stock Options (Right to buy)	\$ 13.3	05/28/2008		D	30,000	(2)	03/06/2013	Common Stock	30,000
Stock Options (Right to buy)	\$ 13.82	05/28/2008		D	1,600	<u>(2)</u>	05/22/2011	Common Stock	1,600
Stock Options (Right to buy)	\$ 14.3	05/28/2008		D	48,000	<u>(2)</u>	02/14/2012	Common Stock	48,000
Stock Options (Right to buy)	\$ 34.44	05/28/2008		D	33,100	(2)	02/28/2012	Common Stock	33,100

Edgar Filing: BRIGHT HORIZONS FAMILY SOLUTIONS INC - Form 4

Stock Options (Right to buy)	\$ 36.63	05/28/2008	D	24,650	(2)	02/16/2013	Common Stock	24,650
Stock Options (Right to buy)	\$ 41.88	05/28/2008	D	12,000	(2)	02/20/2014	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
TOCIO MARY ANN							
200 TALCOTT AVENUE SOUTH	X		President & COO				
WATERTOWN, MA 02472							

Signatures

Elizabeth J.

Boland

**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).
- (2) Immediately before the effective time of the merger, all unvested options become fully vested and exercisable.
- (1) Disposed of in connection with the merger in exchange for the right to receive \$48.25 per share.
- 8,000 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. 40,000 of these options were rolled over into the surviving corporation in the merger and replaced with new options.
- (4) These options were rolled over into the surviving corporation in the merger and replaced with new options.
- These options were cancelled in the previously announced merger of Bright Horizons Family Solutions with an affiliate of Bain Capital (3) Partners in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of \$48.25 per share, multiplied by the number of shares subject to the option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3