

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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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gergen David

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

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

200 TALCOTT AVENUE SOUTH

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 05/28/2008                              |                                                             | D                                    |                                                                         | 250                                                                                                                | D                                                                    | \$<br>48.25<br>(1)                      |
|                                       |                                         |                                                             |                                      |                                                                         | 0                                                                                                                  |                                                                      |                                         |

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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SEC 1474  
(9-02)

**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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Share<br>Units                        | (2)                                                                   | 05/28/2008                              |                                                             | D                                       | 275                                                                                                          | (3)                                                            | (2)                | Common<br>Stock                                                     | 275                                 |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 24.37                                                              | 05/28/2008                              |                                                             | D                                       | 10,000                                                                                                       | (4)                                                            | 05/27/2014         | Common<br>Stock                                                     | 10,000                              |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 34.99                                                              | 05/28/2008                              |                                                             | D                                       | 2,000                                                                                                        | (4)                                                            | 06/05/2013         | Common<br>Stock                                                     | 2,000                               |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 37.6                                                               | 05/28/2008                              |                                                             | D                                       | 2,000                                                                                                        | (4)                                                            | 05/24/2012         | Common<br>Stock                                                     | 2,000                               |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 38.1                                                               | 05/28/2008                              |                                                             | D                                       | 2,000                                                                                                        | (4)                                                            | 05/08/2014         | Common<br>Stock                                                     | 2,000                               |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|-----------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                 | Director      | 10% Owner | Officer | Other |
| Gergen David<br>200 TALCOTT AVENUE SOUTH<br>WATERTOWN, MA 02472 |               | X         |         |       |

## 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).

(4) 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.

(2) These Restricted Share Units were cancelled in the merger in exchange for a cash payment equal to the merger consideration of \$48.25 per share.

(3) Immediately before the effective time of the merger, all Restricted Share Units become exercisable.

These options were cancelled in the previously announced merger of Bright Horizons Family Solutions with an affiliate of Bain Capital

(5) 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.

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