

TOCIO MARY ANN
Form 4
August 22, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TOCIO MARY ANN

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)
08/18/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President & COO

WATERTOWN, MA 02472

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/18/2006 | | M | 20,000 | \$ 9.5 | 65,140 | D |
| Common Stock | 08/18/2006 | | S | 20,000 | \$ 39.4 | 45,140 | D |

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

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SEC 1474 (9-02)

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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) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-----|-----|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 7.41 | | | | | | | 11/16/1999 | 11/16/2009 | Common Stock | 3,200 |
| Stock Options (Right to buy) | \$ 8.31 | | | | | | | 06/01/2000 | 06/01/2010 | Common Stock | 17,886 |
| Stock Options (Right to buy) | \$ 8.63 | | | | | | | 03/07/2000 | 03/07/2010 | Common Stock | 3,200 |
| Stock Options (Right to buy) | \$ 11.46 | | | | | | | 04/16/2001 | 04/16/2011 | Common Stock | 1,600 |
| Stock Options (Right to buy) | \$ 12.03 | | | | | | | 12/13/2001 | 12/13/2011 | Common Stock | 104,877 |
| Stock Options (Right to buy) | \$ 13.3 | | | | | | | 03/06/2003 | 03/06/2013 | Common Stock | 30,000 |
| Stock Options (Right to buy) | \$ 13.82 | | | | | | | 05/22/2001 | 05/22/2011 | Common Stock | 1,600 |
| Stock Options (Right to buy) | \$ 14.3 | | | | | | | 02/14/2002 | 02/14/2012 | Common Stock | 48,000 |
| Stock Options | \$ 34.44 | | | | | | | 02/28/2008 | 02/28/2012 | Common Stock | 33,100 |

(Right to buy)

| | | | | | | | | | |
|------------------------------|----------|--|--|--|--|------------|------------|--------------|--------|
| Stock Options (Right to buy) | \$ 36.63 | | | | | 02/16/2009 | 02/16/2013 | Common Stock | 24,650 |
|------------------------------|----------|--|--|--|--|------------|------------|--------------|--------|

| | | | | | | | | | |
|------------------------------|--------|------------|--|---|--------|------------|------------|--------------|--------|
| Stock Options (Right to buy) | \$ 9.5 | 08/18/2006 | | M | 20,000 | 10/14/1998 | 10/14/2008 | Common Stock | 20,000 |
|------------------------------|--------|------------|--|---|--------|------------|------------|--------------|--------|

Reporting Owners

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

Signatures

Stephen I. Dreier 08/22/2006

 **Signature of Date
Reporting Person

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).

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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