

BROWN ROGER H
Form 4
January 19, 2005

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 *
BROWN ROGER H

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)
01/14/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

WATERTOWN, MA 02742

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

(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)
				(A) or (D) Code V Amount Price			
Common Stock	01/14/2005		M	1,600 A \$ 22.91	26,892	I	By Linda A. Mason Trust
Common Stock	01/14/2005		M	800 A \$ 26.59	27,692	I	By Linda A. Mason Trust
Common Stock	01/14/2005		M	800 A \$ 17.25	28,492	I	By Linda A. Mason Trust
Common Stock	01/14/2005		M	800 A \$ 28.6	29,292	I	By Linda A. Mason

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Common Stock	01/14/2005		M	800	A	\$ 17.25	30,417	I	Trust By Roger H. Brown Trust
Common Stock	01/14/2005		M	750	A	\$ 22.91	31,167	I	Trust By Roger H. Brown Trust

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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 17.25	01/14/2005		M	800	03/07/2000 03/07/2010	Common Stock	800
Stock Options (Right to buy)	\$ 22.91	01/14/2005		M	1,600	04/16/2001 04/16/2011	Common Stock	1,600
Stock Options (Right to buy)	\$ 26.59	01/14/2005		M	800	03/06/2003 03/06/2013	Common Stock	800
Stock Options (Right to buy)	\$ 28.6	01/14/2005		M	800	02/14/2002 02/14/2012	Common Stock	800
Stock Options	\$ 17.25	01/14/2005		M	800	03/07/2000 03/07/2010	Common Stock	800

(Right to buy)

Stock Options (Right to buy)	\$ 22.91	01/14/2005	M	750	04/16/2001	04/16/2011	Common Stock	750
Stock Options (Right to buy)	\$ 26.59				03/06/2003	03/06/2013	Common Stock	12,000
Stock Options (Right to buy)	\$ 28.6				02/14/2002	02/14/2012	Common Stock	2,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN ROGER H 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02742	X		Chairman of the Board	

Signatures

Elizabeth J. Boland 01/18/2005

**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).

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.