

BRIGHT HORIZONS FAMILY SOLUTIONS INC  
 Form 4  
 May 28, 2008

**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 \*  
 DUNCAN E TOWNES

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)  
 05/28/2008

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

WATERTOWN, MA 02472

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/28/2008		D		2,608	D	\$ 48.25 (1)
Common Stock	05/28/2008		D		800	D	\$ 48.25 (1)
Common Stock	05/28/2008		D		600	D	\$ 48.25 (1)
Common Stock	05/28/2008		D		600	D	\$ 48.25

By Anne Eberle IRA  
 By Anne Eberle txbl  
 By Children

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					(1)					
Common	05/28/2008		D	912	D	\$	48.25	0	I	By Trusts
Stock						(1)				

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 displays a currently valid OMB control number.**

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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
Restricted Share Units	(2)	05/28/2008		D	275	(3) (2)	Common Stock	275
Stock Options (Right to buy)	\$ 16.625	05/28/2008		D	667	(4) 06/03/2013	Common Stock	667
Stock Options (Right to buy)	\$ 24.37	05/28/2008		D	2,000	(4) 05/27/2014	Common Stock	2,000
Stock Options (Right to buy)	\$ 34.99	05/28/2008		D	2,000	(4) 06/05/2013	Common Stock	2,000
Stock Options (Right to buy)	\$ 37.6	05/28/2008		D	2,000	(4) 05/24/2012	Common Stock	2,000
Stock Options	\$ 38.1	05/28/2008		D	2,000	(4) 05/08/2014	Common Stock	2,000

