

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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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

(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

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

 Date
**Signature of 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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