SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person [*] FINGER ALISON CECILY			2. Issuer Name and Ticker or Trading Symbol bluebird bio, Inc. [BLUE]		tionship of Reporting Persor all applicable) Director	rson(s) to Issuer 10% Owner	
(Last) C/O BLUEBIRE 60 BINNEY STI		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2019	X	Officer (give title below) Chief Commercial	Other (specify below) Officer	
(Street) CAMBRIDGE	МА	02142	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing ((Form filed by One Reporti Form filed by More than C Person	ing 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)	Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock ⁽¹⁾	02/01/2019		Α		5,000	Α	\$0.00	19,681 ⁽²⁾	D	

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$134.63	02/01/2019		A		20,000		(3)	02/01/2029	Common Stock	20,000	\$0.00	20,000	D	

Explanation of Responses:

1. Restricted stock units for common stock vest over a four-year period at a rate of 25% on 01/04/2020, 25% on 01/04/2021, 25% on 01/04/2022, and 25% on 01/04/2023.

2. 133 shares were acquired under the bluebird bio, Inc. employee stock purchase plan on January 31, 2019.

3. This option vests over a four-year period, at a rate of twenty-five percent (25%) on January 4, 2020 and in 36 equal monthly installments thereafter.

Remarks:

/s/ Jason F. Cole, Attorney-in-

02/05/2019

** Signature of Reporting Person Date

Fact

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

* 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.

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 Number.