SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to | n |
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| 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 hurs per response. 0.5

| Estimated average burden | |
|--------------------------|-----|
| hours per response: | 0.5 |
| | |

| 1. Name and Address of Reporting Person [*] Baird William D III | | | 2. Issuer Name and Ticker or Trading Symbol bluebird bio, Inc. [BLUE] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---|---------|----------|---|---|--|-------------------------------------|--|--|--|
| | | | | | Director | 10% Owner | | | |
| (Last) (First) (Middle) C/O BLUEBIRD BIO, INC. 60 BINNEY STREET | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2019 | X | Officer (give title below) Chief Financial (| Other (specify below) Officer | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | idual or Joint/Group Filing (| (Check Applicable | | | |
| (Street) CAMBRIDGE | MA | 02142 | | Line) X | Form filed by One Repor Form filed by More than Person | | | | |
| (City) | (State) | (Zip) | | | r erson | | | | |

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) | Transaction Code (Instr. | | | | | Securities Beneficially | 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⁾ | 03/01/2019 | | Α | | 15,000 | A | \$0.00 | 15,000 | 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 (1 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) | \$156.66 | 03/01/2019 | | A | | 60,000 | | (2) | 03/01/2029 | Common Stock | 60,000 | \$0.00 | 60,000 | D | |

Explanation of Responses:

1. Restricted stock units for common stock vest over a four-year period at a rate of 25% on 2/11/2020, 25% on 2/11/2021, 25% on 2/11/2022, and 25% on 2/11/2023.

2. This option vests over a four-year period, at a rate of 25% on 2/11/2020, and in 36 equal monthly installments thereafter.

Remarks:



03/05/2019

** Signature of Reporting Person Date

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.