## 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
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 p	er response:	0.5
Estimat	ted average burden	

1. Name and Address of Reporting Person <sup>*</sup> Walsh Jeffrey T.			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>bluebird bio, Inc.</u> [ BLUE ]	(Check	tionship of Reporting Pe all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify
(Last) (First) (Middle) C/O BLUEBIRD BIO, INC. 150 SECOND STREET		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/10/2015	Х	below) Chief Operatin	below)
(Street) CAMBRIDGE (City)	MA (State)	02141 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filir Form filed by One Rep Form filed by More tha Person	porting Person

#### 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	3. Transa Code (					5. Amount of Securities Beneficially	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial
		(Month/Day/Year)	8) Code	v	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	09/10/2015		М		11,000	Α	\$5.5004	11,000	D	
Common Stock	09/10/2015		<b>S</b> <sup>(1)</sup>		824	D	<b>\$128.1138</b> <sup>(2)</sup>	10,176	D	
Common Stock	09/10/2015		S <sup>(1)</sup>		7,624	D	\$129.9706 <sup>(3)</sup>	2,552	D	
Common Stock	09/10/2015		S <sup>(1)</sup>		2,552	D	<b>\$</b> 130.7919 <sup>(4)</sup>	0	D	

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(e.g., puls, cans, warrants, ophons, 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)	\$5.5004	09/10/2015		М			11,000	(5)	01/16/2023	Common Stock	11,000	\$0.00	92,151	D	

### Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 26, 2014.

2. The range of prices for the transaction reported on this line was \$128.00 to \$128.58. The average weighted price was \$128.1138. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

3. The range of prices for the transaction reported on this line was \$129.50 to \$130.50. The average weighted price was \$129.9706. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

4. The range of prices for the transaction reported on this line was \$130.52 to \$131.42. The average weighted price was \$130.7919. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

5. This option to purchase shares of our common stock was granted on January 16, 2013 with performance-based vesting criteria that were met as of January 1, 2013. The shares underlying these options vested as follows: 25% vested on January 1, 2014, with the remainder of the shares vesting in equal monthly installments over the following three years.

Remarks:

/s/ Jason F. Cole, Attorney-in-- 0

09/14/2015

Date

\*\* Signature of Reporting Person

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.