SEC Form 4

(City)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

	Check this box if no longer subject to
l.	Section 16. Form 4 or Form 5
	obligations may continue. See
	Instruction 1(b).

(State)

(Zip)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL OMB Number: 3235-0287 Е ho

	.,		or Section 30(h) of the Investment Company Act of 1940	
	Address of Reporting JSANNA GAT		2. Issuer Name and Ticker or Trading Symbol <u>bluebird bio, Inc.</u> [BLUE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
	(First) BIRD BIO, INC. ND STREET THI	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2016	Chief Operating Officer
150 SECOND STREET, THIRD FLOOR Street) CAMBRIDGE MA 02141			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting 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 (Month/Day/Year)	Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially	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⁾	12/01/2016		Α		15,000	Α	\$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 (8)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ve es d ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		e of Securities		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)	\$68.65	12/01/2016		A		60,000		(2)	12/01/2026	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 11/30/2017, 25% on 11/30/2018, 25% on 11/30/2019, and 25% on 11/30/2020.

2. This option vests over a four-year period at a rate of twenty-five percent (25%) on November 30, 2017, and in 36 equal monthly installments thereafter.

Remarks:



12/02/2016

** Signature of Reporting Person Date

<u>fact</u>

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.

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