# SEC Form 4

 $\Box$ 

(City)

CAMBRIDGE

# 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).

(State)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Instruction 1(b).		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934	4			
		or Section 30(h) of the Investment Company Act of 1940				
1. Name and Address of Reporting Davidson David	ງ Person <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>bluebird bio, Inc.</u> [ BLUE ]	(Check all applic Director	able)	erson(s) to Issuer 10% Owner Other (specify	
(Last) (First) C/O BLUEBIRD BIO, INC. 150 SECOND STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2016	Chief Medical Officer			
(Street) CAMBRIDGE MA	02141	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)		ng (Check Applicable 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 (Month/Day/Year)			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 <sup>(1)</sup>	03/01/2016		A		9,600	Α	\$0.00	9,600	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)		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)	\$50.51	03/01/2016		A		38,400		(2)	03/01/2026	Common Stock	38,400	\$0.00	38,400	D	

#### Explanation of Responses:

1. Restricted stock units for common stock vest over a four-year period at a rate of 25% on 01/04/2017, 25% on 01/04/2018, 25% on 01/04/2019, and 25% on 01/04/2020.

2. This option vests over a four-year period, at a rate of twenty-five percent (25%) on January 4, 2017 and in 36 equal monthly installments thereafter.

### **Remarks:**



03/03/2016

\*\* 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.

OMB APPROVAL

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Form filed by More than One Reporting

Person