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 per response:	0.5								

1. Name and Address of Reporting Person*			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)					
<u>Leschly Nick</u>			,,,,,,,,,,	X	Director	10% Owner			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Х	Officer (give title below)	Other (specify below)			
C/O BLUEBIRD BIO, INC.			08/07/2015		President and CEO				
150 SECOND STREET									
			4. If Amendment, Date of Original Filed (Month/Day/Year)		idual or Joint/Group Filing (Check Applicable			
(Street)				Line)					
CAMBRIDGE	MA	02141		X	Form filed by One Report	ting Person			
					Form filed by More than 0 Person	One Reporting			
(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)	3. Transa Code (8)					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	08/07/2015		М		6,056	A	\$2.0864	252,577(1)	D		
Comon Stock	08/07/2015		М		28,511	A	\$2.0864	281,088	D		
Common Stock	08/07/2015		М		90,433	A	\$5.5004	371,521	D		
Common Stock	08/07/2015		S ⁽²⁾		419	D	\$130.56 ⁽³⁾	371,102	D		
Common Stock	08/07/2015		S ⁽²⁾		1,528	D	\$131.12 ⁽⁴⁾	369,574	D		
Common Stock	08/07/2015		S ⁽²⁾		12,171	D	\$132.29(5)	357,403	D		
Common Stock	08/07/2015		S ⁽²⁾		2,208	D	\$133.08 ⁽⁶⁾	355,195	D		
Common Stock	08/07/2015		S ⁽²⁾		1,766	D	\$134.24(7)	353,429	D		
Common Stock	08/07/2015		S ⁽²⁾		17,832	D	\$135.51 ⁽⁸⁾	335,597	D		
Common Stock	08/07/2015		S ⁽²⁾		19,365	D	\$136.33 ⁽⁹⁾	316,232	D		
Common Stock	08/07/2015		S ⁽²⁾		15,256	D	\$140.36(10)	300,976	D		
Common Stock	08/07/2015		S ⁽²⁾		15,815	D	\$141.32(11)	285,161	D		
Common Stock	08/07/2015		S ⁽²⁾		7,293	D	\$142.35(12)	277,868	D		
Common Stock	08/07/2015		S ⁽²⁾		13,158	D	\$143.35(13)	264,710	D		
Common Stock	08/07/2015		S ⁽²⁾		6,570	D	\$144.4 ⁽¹⁴⁾	258,140	D		
Common Stock	08/07/2015		S ⁽²⁾		4,912	D	\$145.36(15)	253,228	D		
Common Stock	08/07/2015		S ⁽²⁾		2,063	D	\$146.81(16)	251,165	D		
Common Stock	08/07/2015		S ⁽²⁾		1,262	D	\$148.3 ⁽¹⁷⁾	249,903	D		
Common Stock	08/07/2015		S ⁽²⁾		1,185	D	\$149.29(18)	248,718	D		
Common Stock	08/07/2015		S ⁽²⁾		1,019	D	\$150.38(19)	247,699	D		
Common Stock	08/07/2015		S ⁽²⁾		862	D	\$151.67(20)	246,837	D		
Common Stock	08/07/2015		S ⁽²⁾		79	D	\$153.66	246,758	D		
Common Stock	08/07/2015		S ⁽²⁾		237	D	\$154.59 ⁽²¹⁾	246,521	D		
Common Stock								7,504	I	Nick Leschly 2001 Trust	

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table Ime Deriv Execution Date, if any (e.g., (Month/Day/Year)	puts (Secu Realls	Defi Sect Acq (A) (Disp of (E	wities urities uired	LATER DAS Expiration Da (MANHADAS)	ନ୍ତ୍ରଞ୍ଚିତ୍ରେଟ୍ୟୁର୍ବ୍ୟୁତ୍ର ଝିଡ୍ରେnvertil	or Benn of Securiti Derivative (Instr. 3 ar	gities) Security	Ovine 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)
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) Code	Instr.	of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Date		7. Title and Amount of Securities Underlying Number 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)	\$2.0864	08/07/2015		М			6,056	(22)	07/13/2021	Common Stock	6,056	\$0.00	32,391	D	
Stock Option (right to buy)	\$2.0864	08/07/2015		М			28,511	(23)	06/04/2022	Common Stock	28,511	\$0.00	38,605	D	
Stock Option (right to buy)	\$5.5004	08/07/2015		М			90,433	(24)	01/16/2023	Common Stock	90,433	\$0.00	390,269	D	

Explanation of Responses:

1. Includes 272 shares acquired under bluebird bio employee stock purchase plan on July 31, 2015.

2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 30, 2015.

3. The range of prices for the transaction reported on this line was \$130.54 to \$130.58. The average weighted price was \$130.56. 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 \$130.72 to \$131.61. The average weighted price was \$131.12. 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. The range of prices for the transaction reported on this line was \$131.85 to \$132.64. The average weighted price was \$132.29. 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.

6. The range of prices for the transaction reported on this line was \$132.66 to \$133.65. The average weighted price was \$133.08. 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.

7. The range of prices for the transaction reported on this line was \$133.74 to \$134.74. The average weighted price was \$134.24. 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.

8. The range of prices for the transaction reported on this line was \$134.95 to \$135.91. The average weighted price was \$135.51. 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.

9. The range of prices for the transaction reported on this line was \$135.92 to \$136.92. The average weighted price was \$136.33. 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.

10. The range of prices for the transaction reported on this line was \$140.00 to \$140.79. The average weighted price was \$140.36. 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.

11. The range of prices for the transaction reported on this line was \$140.82 to \$141.82. The average weighted price was \$141.32. 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.

12. The range of prices for the transaction reported on this line was \$141.87 to \$142.87. The average weighted price was \$142.35. 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.

13. The range of prices for the transaction reported on this line was \$142.90 to \$143.89. The average weighted price was \$143.35. 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.

14. The range of prices for the transaction reported on this line was \$143.91 to \$144.90. The average weighted price was \$144.40. 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.

15. The range of prices for the transaction reported on this line was \$145.00 to \$146.00. The average weighted price was \$145.36. 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.

16. The range of prices for the transaction reported on this line was \$146.16 to \$147.11. The average weighted price was \$146.81. 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.

17. The range of prices for the transaction reported on this line was \$147.81 to \$148.59. The average weighted price was \$148.30. 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.

18. The range of prices for the transaction reported on this line was \$149.04 to \$149.61. The average weighted price was \$149.29. 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.

19. The range of prices for the transaction reported on this line was \$150.00 to \$151.00. The average weighted price was \$150.38. 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.

20. The range of prices for the transaction reported on this line was \$151.01 to \$152.01. The average weighted price was \$151.67. 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.

21. The range of prices for the transaction reported on this line was \$154.32 to \$154.75. The average weighted price was \$154.59. 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.

22. This option vests over a four-year period, at a rate of twenty-five percent (25%) on April 15, 2012 and in 36 equal monthly installments thereafter

23. This option vests over a four-year period, at a rate of twenty-five percent (25%) on May 1, 2013 and in 36 equal monthly installments thereafter.

24. This option to purchase shares of our common stock 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-Fact 08/11/2015

Date

** Signature of Reporting Person

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.