SEC Form 4

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 30(h) of th

1. Name and Address of Reporting Person* WENTWORTH KORY JAMES			2. Issuer Name and Ticker or Trading Symbol <u>bluebird bio, Inc.</u> [BLUE]		ationship of Reporting Pe < all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)		
C/O BLUEBIRI	O BIO, INC.		02/01/2019	Principal Accounting Officer				
60 BINNEY ST	REET							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filir	ng (Check Applicable		
(Street)		02142		X	Form filed by One Re	porting Person		
	MA	02142			Form filed by More that Person	an 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)			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 ⁽¹⁾	02/01/2019		Α		2,500	Α	\$0.00	6,954 ⁽²⁾	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)		d 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)	\$134.63	02/01/2019		A		10,000		(3)	02/01/2029	Common Stock	10,000	\$0.00	10,000	D	

Explanation of Responses:

1. Restricted stock units for common stock vest over a four-year period at a rate of 25% on 01/04/2020, 25% on 01/04/2021, 25% on 01/04/2022, and 25% on 01/04/2023.

2. 51 shares were acquired under the bluebird bio, Inc. employee stock purchase plan on January 31, 2019.

3. This option vests over a four-year period, at a rate of twenty-five percent (25%) on January 4, 2020 and in 36 equal monthly installments thereafter.

Remarks:

/s/ Jason F. Cole, Attorney-in-02/05/2019

** 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.

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