| 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 |
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| 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 Addres Davidson Dav  | s of Reporting Perso<br>7 <u>id</u> | n*             | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>bluebird bio, Inc.</u> [BLUE] |                        | tionship of Reporting Perso<br>all applicable)<br>Director<br>Officer (give title                | son(s) to Issuer<br>10% Owner<br>Other (specify |  |
|--|-------------------------------------|----------------|--|------------------------|--|---|--|
| (Last) (First) (Middle)<br>C/O BLUEBIRD BIO, INC.<br>150 SECOND STREET |                                     |                | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/16/2016                         | Λ                      | below)<br>Chief Medical O  | below)<br>fficer                                |  |
| (Street)<br>CAMBRIDGE MA 021   |                                     | 02141<br>(Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               | 6. Indiv<br>Line)<br>X | idual or Joint/Group Filing (<br>Form filed by One Report<br>Form filed by More than (<br>Person | ing Person                                      |  |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and 5) |               |                                 | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|------------------------------|---|--|---------------|---------------------------------|---|---|---|
|                                 |  |   | Code                         | v | Amount   | (A) or<br>(D) | Price                           | Transaction(s)<br>(Instr. 3 and 4)  |   | (1150.4)  |
| Common Stock                    | 02/16/2016                                 |   | М                            |   | 1,000  | A             | \$2.09                          | 1,000   | D   |   |
| Common Stock                    | 02/16/2016                                 |   | S <sup>(1)</sup>             |   | 1,000  | D             | <b>\$45.1764</b> <sup>(2)</sup> | 0   | D   |   |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of<br>Deri<br>Sec<br>Acq<br>(A) (<br>Disp<br>of (I | oosed<br>D)<br>tr. 3, 4 | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|--|-------------------------|--|--------------------|--|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)  | (D)                     | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Stock<br>Option<br>(right to<br>buy)                | \$2.09  | 02/16/2016                                 |   | М                            |   |  | 1,000                   | (3)  | 04/13/2022         | Common<br>Stock  | 1,000                                  | \$0.00  | 36,239   | 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 January 14, 2015.

2. The range of prices for the transaction reported on this line was \$45.01 to \$45.75. The average weighted price was \$45.1764. 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. This option vests over a four-year period, at a rate of twenty-five percent (25%) on February 13, 2013 and in 36 equal monthly installments thereafter.

**Remarks:** 

### /s/Eric Sullivan, Attorney-in-

Fact

02/18/2016

\*\* Signature of Reporting Person

Date

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.