## 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
Estimated average burden	

1. Name and Address of Reporting Person <sup>*</sup> Davidson David		rson*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>bluebird bio, Inc.</u> [ BLUE ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
			_		Officer (give title	Other (specify				
(Last) (First) C/O BLUEBIRD BIO, INC. 60 BINNEY STREET		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/02/2018		below) Chief Medica	below) l Officer				
(Street) CAMBRIDGE (City)	MA (State)	02142 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More the Person	porting Person				

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

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Disposed Code (Instr.		4. Securities Disposed Of			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	07/02/2018		М		10,000	Α	\$5.5004	34,905	D		
Common Stock	07/02/2018		<b>S</b> <sup>(1)</sup>		2,818	D	\$153.3564 <sup>(2)</sup>	32,087	D		
Common Stock	07/02/2018		S <sup>(1)</sup>		5,982	D	\$154.0672 <sup>(3)</sup>	26,105	D		
Common Stock	07/02/2018		S <sup>(1)</sup>		1,200	D	<b>\$</b> 154.8463 <sup>(4)</sup>	24,905	D		

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

	(e.g., puls, 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)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	\$5.5004	07/02/2018		М			10,000	(5)	01/16/2023	Common Stock	10,000	\$0.00	53,951	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 December 13, 2017.

2. The range in prices for the transaction reported on this line was \$152.70 to \$153.6750. The average weighted price was \$153.3564. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

3. The range in prices for the transaction reported on this line was \$153.70 to \$154.65. The average weighted price was \$154.0672. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

4. The range in prices for the transaction reported on this line was \$154.75 to \$155.00. The average weighted price was \$154.8463. The reporting person will provide, upon request by the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

5. This option to purchase shares of our common stock was granted on January 16, 2013 with performance-based vesting criteria that were met as of April 1, 2013 and May 1, 2013. The shares underlying these options vested as follows: 25% vested on April 1, 2014 and May 1, 2014, respectively, with the remainder of the shares vesting in equal monthly installments over the following three years. **Remarks:** 

<u>/s/ Jason F. Cole, Attorney-in-</u> <u>Fact</u>

07/03/2018

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.